TERMINATOR 2
JUDGEMENT DAY

by

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Property of:
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Revised Final Draft

1 EXT. CITY STREET - DAY 1

Downtown L.A. Noon on a hot summer day. On an EXTREME LONG LENS the lunchtime crowd stacks up into a wall of humanity. In SLOW MOTION they move in herds among the glittering rows of cars jammed bumper to bumper. Heat ripples distort the torrents of faces. The image is surreal, dreamy... and like a dream it begins very slowly to

DISSOLVE TO:

2 EXT. CITY RUINS - NIGHT 2

Same spot as the last shot, but now it is a landscape in Hell. The cars are stopped in rusted rows, still bumper to bumper. The skyline of buildings beyond has been shattered by some unimaginable force like a row of kicked-down sandcastles.

Wind blows through the desolation, keeping with the sound of ten million dead souls. It scurries the ashes into drifts, stark white in the moonlight against the charred rubble.

A TITLE CARD FADES IN:

LOS ANGELES, July 11, 2029

ANGLE ON a heap of fire blackened human bones. Beyond the mound is a vast tundra of skulls and shattered concrete. The rush hour crowds burned down in their tracks.

WE DISSOLVE TO a playground.. where intense heat has half-melted the jungle gym, the blast has warped the swing set, the merry-go-round has sagged in the firestorm. Small skulls look accusingly from the ash-drifts. WE HEAR the distant echo of children's voices... playing and laughing in the sun. A silly sing-songy rhyme as WE TRACK SLOWLY over seared asphalt where the faint hieroglyphs of hopscotch are still visible.

CAMERA comes to rest on a burnt and rusted tricycle... next to the tiny skull of its owner. HOLD ON THIS IMAGE as a female VOICE speaks:

VOICE
3 billion human lives ended on August 29th, 1997. The survivors of the nuclear fire called the war Judgement Day. They lived only to face a new nightmare, the war against the Machines...

A metal foot crushes the skull like china.

(CONTINUED)

2 CONTINUED: 2

TILT UP, revealing a humanoid machine holding a massive battle rifle. It looks like a CHROME SKELETON... a high-tech Death Figure. It is the endoskeleton of a Series 800 Terminator. It's glowing red eyes compassionlessly sweep the dead terrain, hunting.

The SOUND of ROARING TURBINES. Searchlights blaze down as a formation of flying HK (Hunter-Killer) patrol machines passes overhead. PAN WITH THEM toward the jagged horizon, beyond which we see flashes, and hear the distant thunder of a pitched battle in progress.

3 EXT. BATTLEFIELD - NIGHT 3

THE BATTLE. Human troops in desperate combat with the machines for possession of the dead Earth. The humans are a ragtag guerrilla army. Skynet's weapons consist of the Ground HKs (tank-like robot gun-platforms), flying Aerial HKs, four-legged gun-pods called Centurions, and the humanoid Terminators in various forms.

SEQUENCE OF RAPID CUTS:

Explosions! Beam-weapons firing like searing strobe-lights. A gunner in an armored personnel carrier fires a LAW rocket at a pursuing Aerial HK, bringing it down in a fiery explosion.

Another APC is crushed under the treads of a massive Ground HK.

A TEAM OF GUERRILLAS in an intense fire-fight with terminator endoskeletons in the ruins of a building. Three terminator endoskeletons advance, firing rapidly. Another (complete cyborg), with flesh ripped open and back broken, gropes for a rifle on the ground.

A Centurion overruns a human firing position. Soldiers are cut down as they run. Fiery explosions light the ranks of advancing machines.

IN A BLASTED GUN EMPLACEMENT at the edge of battle, a man watches the combat with night vision binoculars. He wears the uniform of a guerrilla general, and a black beret. He is still amid running, shouting techs and officers.

C.U. MAN, pushing slowly in as the battle rages O.S. He lowers the binoculars. He is forty-five years old. Features severe. The left side of his face is heavily scarred. A patch covers that eye. An impressive man, forged in the furnace of a lifetime of war. The name stitched on the band of his beret is CONNOR. We push in until his eyes fill frame, then...

DISSOLVE TO:

FIRE. SLOW ROLLING, ENORMOUS. FILLING FRAME.

(CONTINUED)

3 CONTINUED:

VOICE (SARAH CONNOR)
Skynet, the computer which controlled the Machines, sent two terminators back through time. Their mission: to destroy the leader of the human Resistance... John Connor. My son.

The first terminator was programmed to strike at me, in the year 1984... before John was born. It failed.

The second was set to strike at John himself, when he was still a child. As before, the Resistance was able to send a lone warrior. A protector for John. It was just a question of which one of them would reach him first...

DISSOLVE TO:

4 EXT TRUCK STOP - NIGHT 4

Wild fingers of BLUE-WHITE ELECTRIC ARCS dance in a steel canyon formed by two TRACTOR TRAILERS, parked side by side in the back lot of an all night truck stop. Then...

The strange lightning forms in a circular opening in mid-air, and in the sudden flare of light we see a FIGURE in a SPHERE OF ENERGY. Then the FRAME WHITES OUT with an explosive THUNDERCLAP!

Through the clearing vapor we see the figure clearly... a naked man. TERMINATOR has come through. Physique: massive, perfect. Face: devoid of emotion. Terminator stands and impassively surveys its surroundings.

5 INT. TRUCK STOP DINER - NIGHT 5

On a back route north of L.A. A handful of locals TRUCKERS hunch over chili-sizes, CAT hats pushed back on their heads. Three BIKERS are playing a game of pool in the back, their Miller empties line the table's rail. The dive's owner, LLOYD, a fat, aging biker-type in a soiled apron, stands behind the bar. Nothing much going on...

(CONTINUED)

5 CONTINUED: 5

Then the front door opens and a big naked guy strolls in--that doesn't happen here every night. All eyes simultaneously swivel toward Terminator. It's emotionless gaze passes over the customers as it walks calmly through the room. Everyone freezes, not sure how to react.

TERMINATOR POV. A digitized electronic scan of the room, overlaid with alphanumeric readouts which change faster than the human eye can follow. In POV we move past the staring approach a large nasty-looking biker puffing on a cigar. His body is outlined, or "selected", and thousands of estimated measurements appear. His clothing has been analyzed and deemed suitable...

TERMINATOR
I need your clothes, your boots, and your motorcycle.

The big biker's eyes narrow. He takes a long draw on his cigar, getting the tip cherry-red hot.

CIGAR BIKER
You forgot to say please.

He grinds the cigar out on Terminator's chest. Which produces not the slightest reaction of pain. Terminator calmly, and without expression, grabs Cigar by his meaty upper arm...

Cigar screams from the hydraulic grip.

Terminator doesn't see Cigar's friend, behind him, holding his pool cue by the narrow ends like a Louisville Slugger.

The heavy end whistles in a powerful swing and CRACKS IN TWO across the back of Terminator's head.

Terminator seems not to notice. Doesn't even blink. Without releasing his grip on Cigar, he snaps his arm straight back and grabs Pool Cue by the front of his jacket. Suddenly the heavyset biker finds himself flying through the nearest window. CRAASSH!

Terminator hurls Cigar, all 230 pounds of him, clear over the bar, through the serving window into the kitchen, where he lands on the big fat GRILL. We hear a SOUND like SIZZLING BACON as Cigar screams, flopping and jerking. He rolls off in a smoking heap.

The third biker whips out a knife with an eight inch blade and slashes at Terminator's face.

5 CONTINUED:

Terminator grabs the arcing blade with his bare hand. Holding it by the razor-sharp blade he jerks it from the guy's hand.

Ultra-fast here: He flips it. Grabs the handle like you're supposed to hold a knife. Grabs the biker and slam him face down over the bar. Then brings the knife whistling down, pinning the biker's shoulder to the bar top with his own steel.

6 INT. KITCHEN 6

The door BANGS OPEN and Terminator strides in. The Mexican cook does a fast fade as Terminator walks toward Cigar, who is cursing in pain on the floor.

With his deep-fried fingers he struggles to get out the .45 auto tucked under his leather jacket. But he can't even hold onto it. Terminator takes it from him. Instead of pointing it at him, Terminator carefully examines the weapon, analyzing its caliber and operating condition. Terminator never threatens... that's a human thing. He just takes.

Cigar senses what he must do when the emotionless eyes come back to him. He slides the keys to his bike across the floor to Terminator's foot. Then painfully starts getting out of his jacket.

7 INT. TRUCK STOP 7

Terminator strides from the kitchen, fully clothed now in a black leather jacket, leather riding pants, and heavy cleated boots. He moves toward the moaning biker pinned to the pool table. Without slowing his stride he jerks the knife out. The guy slumps to the floor, groaning, behind him.

Terminator continues toward the front of the diner, passing Lloyd, the owner. At the door he comes abreast of two truckers who sit frozen like a snapshot in mid bite. One of the truckers finally nods.

TRUCKER
Evening...

Terminator impassively stares back. Then moves on out the door.

8 EXT. TRUCK STOP 8

Terminator walks out, surveying the parked Harleys. Sticks the .45 in his belt and swings one leg over a massive CUSTOM ELECTRO-GLIDE. He slips the dagger in his boot and the key in the ignition. Kicks over the engine. It catches with a roar and he slams the heavy iron into gear with a KLUNK.

(CONTINUED)

8 CONTINUED: 8

Lloyd appears at the diner's door with a sawed-off 10-GAUGE WINCHESTER LEVER-ACTION SHOTGUN. He fires into the air and jacks another round in fast, aiming at Terminator's back.

LLOYD
I can't let you take the man's bike, son. Now get off or I'll put you down!

Terminator turns and considers him coldly. He eases the shifter up into neutral. Rocks the bike onto its kickstand. Swings his leg over and walks calmly toward the guy.

Terminator strides right up to Lloyd, staring straight into the shotgun's muzzle. Lloyd starts sweating, trying to decide if he's going to kill a man in cold blood. He's still trying to decide when Terminator's hand blurs out like a striking cobra and is somehow suddenly holding the shotgun.

Lloyd gapes, knowing he is screwed. Then...
Terminator reaches forward toward him. Oh shit...
And slips the sunglasses out of Lloyd's shirt pocket. Puts them on. Strides back to the Harley and roars off in a shower of gravel.

9 EXT. FREEWAY - NIGHT 9

Terminator roars down the freeway, heading into L.A. Cold neon flares across the chrome of the big bike. The 10-gauge is jammed through the clutch and brake cables, across the handlebars. The lights flow over Terminator's wrap-around sunglasses like the tracks of tracer rounds.

CUT TO:

10 EXT. OVERPASS - NIGHT 10

The First Street Bridge. Rusting chain-link fences and graffiti-covered walls. An L.A.P.D. BLACK-AND-WHITE cruises the empty street.

A TREMENDOUS BLUE-WHITE GLARE suddenly spills between the columns of the overpass. The young UNIFORMED COP in the car whips his head around at the source of the light. He pulls over quickly, in time to see...

The powerfully arcing electrical discharge reaches its peak between the columns. Lightning climbs the chainlink fences and lamp standards, lighting up the night, and papers swirl in a blasting whirlwind.

(CONTINUED)

10 CONTINUED: 10

The cop climbs from his cruiser as the glow fades. He sees vapor dissipating as he approaches the spot where he saw the strange light. He draws his revolver and cautiously moves into the shadows between the rows of pillars.

A NAKED MAN glides from a shadowed doorway behind the cop. Nothing special about him. Certainly not built like a Terminator. The flash of light and the fact that he is naked are pretty good clues that he just arrived from the future. His features are handsome bordering on severe. His eyes are gray ice. Penetrating. Intelligent.

THE COP spins at the sound. Too late. Mr. X is already on him.

The blow is lightening fast and the cop drops like a bag of sand.

LOW ANGLE as the unconscious cop hits the deck, his BERETTA 9mm AUTOMATIC clattering next to him. A hand ENTERS FRAME and picks up the pistol.

CUT TO:

HIGHLY POLISHED BLACK SHOES rounding the rear tire of the police cruiser. FOLLOW THE SHOES to the cruiser's door then MOVE UP as Mr. X, dressed now in LAPD blue, climbs behind the wheel. He looks and acts exactly like a cop. Cool, alert, confident in his power, his expression emotionless and judgmental.

Mr. X, now Officer X, puts the car in gear and drives into the night.

CUT TO:

11 INT. SUBURBAN HOUSE/GARAGE - DAY 11

TIGHT ON YOUNG JOHN CONNOR, who at this moment is ten years old and busy reassembling the carburetor on his Honda 125 dirtbike. He has ripped Levi's and long stringy hair. A sullen mouth. Eyes that reveal an intelligence as sharp as a scalpel. The Ramones "I Wanna Be Sedated" blasts from a boom box next to him.

A WOMAN, JANELLE VOIGHT, stands in the doorway of the garage, yelling over the music.

WOMAN
...John? John! Get in here right now and clean up that pigsty of yours.

John's friend TIM, a thirteen-year old Hispanic kid, watches as John replies by turning up the volume on the boom box.

(CONTINUED)

11 CONTINUED: 11

Janelle gives up with a SLAM of the house's back door.

TIM
Your foster parents are kinda dicks, huh?

JOHN
Gimme that Phillips right there.

12 INT. HOUSE - LIVING ROOM 12

Janelle storms into the room. TODD VOIGHT, her husband, watches sports on the TV. They're both in their thirties. Middle-class working stiffs.

JANELLE
I swear I've had it with that goddamn kid. He won't even answer me.
(Neither does he)
Todd? Are you gonna sit there or are you gonna do something?

He sighs. Throws down the TVs remote and heads for the garage.

13 INT. GARAGE 13

John hops on the bike. Kick starts it. Tim picks up John's nylon bag, then climbs on the back. Todd ENTERS and shouts over the engine, which John revs louder and louder.

TODD
John! Get your ass inside right now and do what your mother says!

John pins Todd with a defiant glare.

JOHN
She's not my mother, Todd!

He revs the engine and peels out of the garage, with Tim almost falling off the back. They take off down the street.

14 EXT. VACANT LOT/DRAINAGE CANAL 14

John cuts through a vacant lot to a trail running beside a fenced-in drainage canal. He guns the bike through a hole in the retaining fence. Tim's eyes go wide as they roar down the concrete.

IN THE DRAINAGE CANAL John zig-zags along, throwing up a roostertail of muddy water. Tim shouts, pretending he didn't just see his life flash before his eyes. He slaps John on the back.

TIM
Major moves, homes! So... where is your real mom, anyway?
(John doesn't answer)
She dead or something?

It's hard to read John's expression.

JOHN
She might as well be.

John twists the throttle angrily and the bike lunges forward.

15 EXT. PESCADERO STATE HOSPITAL - DAY 15

A SIGN on a chain link fence topped with concertina wire reads: PESCADERO STATE HOSPITAL FOR THE CRIMINALLY INSANE. Beyond it squats an imposing four-story building. Institutional brick. Barred windows. About as inviting as KGB headquarters. Security cars patrol the manicured grounds.

16 INT. HOSPITAL - MAXIMUM SECURITY WING 16

Sunlight is a barred slash on the bare institutional wall. The room is empty of all furnishings save the bed, a stainless steel sink, toilet, and a dented metal mirror. WE HEAR a rhythmic grunting, small explosions of breath in perfectly-metered time.

PAN TO a bedframe leaned upright against the wall, legs facing outward. A pair of sweaty hands grip one leg. Tendons knot and release as someone does pull-ups. A man of tangled hair hides the face that comes INTO FRAME, dips out, comes back.

WIDER. A WOMAN in a tank top and hospital pants is hanging from the top leg of the vertical bedframe. Her body is straight and taut. Knees bent so the feet clear the ground. The arms are lean and muscular. The inmate, face hidden, pulls up, dips, pulls up. Like a machine. No change in rhythm.

17 INT. HOSPITAL/CORRIDOR

FIGURES MOVE TOWARD US down a corridor of polished tile and two-tone walls. DR. PETER SILBERMAN, a smug criminal psychologist, leads a group of young INTERNS. Following, laconically, are THREE BURLY ATTENDANTS.

SILBERMAN
The next patient is a 29-year old female diagnosed as acute schizo-affective disorder. The usual indicators... depression, anxiety, violent acting-out, delusions of persecution.
(the interns nod judiciously)
Here we are.

18 INT. CELL 18

Silberman's scrubbed and cheerful face at cell window. HIS VOICE comes over the tinny speaker.

SILBERMAN
Morning, Sarah.

REVERSE ANGLE as she turns slowly into CLOSE UP.
SARAH CONNOR is not the same woman we remember from the last time. Her eyes peer out through a wild tangle of hair like those of a cornered animal. Defiant and intense, but skittering around looking for an escape at the same time. Fight or flight. Down one cheek is a long scar, from just below the eye to her upper lip.
Her VOICE is a low and chilling monotone.

SARAH
Good morning, Dr. Silberman. How's the knee?

19 INT. CORRIDOR 19

Silberman's smug composure drops a second. Then returns.

SILBERMAN
Fine, Sarah.
(he switches off, and speaks to the interns)
She uh... stabbed me in the kneecap with a screwdriver a few weeks ago.

(CONTINUED)

19 CONTINUED: 19

Sarah watches them talking about her through the glass, but can't hear them. She feels like a lab animal. The interns look at her through the glass as Silberman talks. With her face drawn, eyes haggard and hair wild, she looks like she belongs where she is.

SILBERMAN
The delusional architecture is interesting. She believes a machine called a "terminator", which looks like a human of course, was sent back through time to kill her. And also that the father of her child was a soldier, sent to protect her... he was from the future too...
(he smiles)
The year 2029, if I remember correctly.
(the interns chuckle)
Let's move on, shall we.

As the interns walk on, Silberman steps close to DOUGLAS, the head attendant, and speaks low.

SILBERMAN
Douglas, I don't like the patients disrupting their rooms like this. See that she takes her thorazine, would you.

DOUGLAS is 6'4", 250 pounds and warhearted as a rattlesnake. He nods, catching Silberman's meaning, and gestures for the other attendants to hang back as Silberman moves on in his rounds.

20 INT. CELL 20

Sarah looks up as the cell door opens. Douglas walks in slow, idly tapping his POLICE BATON against the door in an ominous rhythm. The other two orderlies ease in behind him. One of them carries a STUN BATON (like a sawed-off cattle prod). The other has a tray with cups of red liquid-thorazine.

DOUGLAS
Time to take your meds, Connor.

Sarah faces him, weight centered. Feral eyes darting from one to the other.

(CONTINUED)

20 CONTINUED: 20

SARAH
You take it.

Douglas grins, casual--

DOUGLAS
Now you know you got to be good 'cause you're up for review this afternoon...

SARAH
I'm not taking it. Now I don't want any trouble...

DOUGLAS
Ain't no trouble at all--

He whips the baton in a whistling backhand which-- WHAP! Takes her square in the stomach. She doubles over and drops to her knees, unable to breathe. Douglas tips the bed and it slams down with a crash, right next to her. He takes the stun wand from the other attendant and walks forward.

TIGHT ON SARAH, grimacing and struggling to breathe.

SARAH
You... son of a... AAARRGH!!

The stun wand hits her between the shoulder blades as she tries to rise. It drives her to the floor, pinning her like a bug. Little ELECTRIC ARCS CRACKLE as the baton makes her writhe in pain.

Douglas grabs her by the hair and jerks her up to her knees. Holds the cup of thorazine in front of her lips.

DOUGLAS
Last call, sugar.

Gasping, she chokes the zombie juice down.

(CONTINUED)

20 CONTINUED: 20

CUT TO:

21 EXT. BANK PARKING LOT - DAY 21

John furtively hunches before a Ready-Teller machine at the rear of a local bank while his friend Tim stands lookout. John slips a stolen ATM card into the machine's slot. It is something he's rigged up, because trailing from the card is a ribbon-wire which goes to some kind of black-box electronics unit he's got in his ever-present knapsack. He holds the pack between his knees and pulls out a little lap-top keyboard, which is also connected to the black box.

John enters a few commands and the plasma-screen displays the PIN number for that account. He quickly enters the number on the Ready-Teller's keypad and asks it for 300 bucks. The machine whirs and begins dispensing twenty-dollar bills. Tim looks back over his shoulder, amazed.

JOHN
Easy money!

TIM
Where'd you learn all this stuff?

John collects the twenties as the machine kicks them out. A cool and professional electronic-age thief at ten years old.

JOHN
From my mom. My real mom, I mean.
Come on baby...
(he grabs the last bills)
Let's go!

They sprint around the corner to an--

22 EXT. ALLEY BEHIND BANK 22

They huddle behind the building as John counts out Tim's share.

He folds five twenties and palms them to the other kid. When John opens his wallet to put in his money, Tim notices a picture in a plastic sleeve.

(CONTINUED)

22 CONTINUED: 22

TIM
That her?

John reluctantly shows his friend the Polaroid. It is a shot of Sarah. Pregnant, in a jeep near the Mexican border. John doesn't know it now, but he will carry that picture with him for over 30 years, and give it to a young man named Kyle Reese, who will travel back in time to become his father. Yes, that photo.

TIM
So she's pretty cool, huh?

JOHN
Actually, no, she's a complete psycho. That's why she's up at Pescadero. She tried to blow up a computer factory, but she got shot and arrested.

TIM
No shit?

JOHN
Yeah, she's a total loser. C'mon let's check out the 7-Eleven, whatya say?

John has tried to sound macho casual, but we see in his eyes that it really hurts. He slaps Tim on the shoulder and they jump onto his Honda. John fires up and they whine off down the alley.

CUT TO:

23 INT. POLICE CRUISER - DAY 23

CLOSE ON COMPUTER TERMINAL, attached to the dash. A Juvenile Division file. Subject: John Connor. Below his ARREST RECORD are his vital stats. Mother: Sarah Connor. Legal Guardians: Todd and Janelle Voight. And below their names, an address: 523 S. Almond. Reseda, CA.

OFFICER X stares at the screen a moment. Then gets out of the car.

24 INT./EXT. VOIGHT HOUSE - DAY 24

TIGHT ON FRONT DOOR as Todd Voight opens it, revealing the unsmiling face of Officer X beyond the screen door. Todd greets him with a weary sigh.

(CONTINUED)

24 CONTINUED: 24

OFFICER X
Are you the legal guardian of John Connor?

TODD
That's right, officer. What's he done now?

Officer X ignores the question. He casually scans the living room.

OFFICER X
Could I speak with him, please?

Todd shrugs, showing the cop he's past his patience with the boy.

TODD
Well, you could if he was here. But he took off on his bike this morning. Could be anywhere. you gonna tell me what this is about?

OFFICER X
I just need to ask him a few questions.

Janelle appears in the doorway behind Todd, concerned.

JANELLE
There was a guy here this morning asking about him, too.

TODD
Yeah, big guy. On a bike. Has that got something to do with it?

Officer X registers the significance of that. He realizes who the big guy must be. He smiles. Reassuringly shakes his head no.

OFFICER X
I wouldn't worry. Do you have a photograph of John?

Todd stares unhappily at the cop. Turns to Janelle.

TODD
Get the album, Janelle.

CUT TO:

25 EXT. STREET 25

ANGLE THROUGH AN ALLEY from the main street. We see John and Tim flash by on the Honda a block away. Hold a beat. Then...

A BIG CHROME WHEEL ENTERS FRAME. BOOM UP a leather-clad leg to Terminator's implacable face. It surveys the area slowly as the bike idles, then kicks it into gear and moves on, scanning in a slow shark-like manner, not aware that it missed its prey by seconds.

CUT TO:

26 INT. SARAH'S CELL - DAY 26

CLOSE ON SARAH. She is shackled, hands and feet, to the bed. Sunlight falls across her pale face. A hand enters frame, gently stroking her cheek. She wakes up to see--

KYLE REESE. Sitting on the edge of her bed, looking exactly the same as we last saw him in 1984. Scruffy blond hair and a long raincoat.

SARAH
Kyle..? You're dead.

He gives her a gentle smile.

REESE
I know. This is a dream, Sarah.

SARAH
Oh. Yeah. They... make me take this stuff...

He puts a finger to her lips. Then silently unfastens her restraints. They gaze into each other's eyes. And in that look we see that his death and the horror she has been through since hasn't touched their love at all.

SARAH
Hold me.

She melts into Reese's arms. Pulls him to her.

REESE
I love you. I always will.

(CONTINUED)

26 CONTINUED: 26

SARAH
Oh, God... Kyle. I need you so much.

She kisses him passionately. They are locked together in a timeless moment. PUSH IN TIGHT on Sarah as she buries her face in his shoulder. She shuts her eyes tight. Stay on Sarah as Reese speaks. His voice is strangely cold.

REESE (O.S.)
Where's John, Sarah?

Sarah opens her eyes and he is no longer in her arms. He is standing across the room. Pinning her with an accusing gaze.

SARAH
They took him away from me.

REESE
It's John who's the target now. You have to protect him. He's wide open.

SARAH
I know!

REESE
Don't quit, Sarah. Our son needs you.

SARAH
(Struggling not to cry)
I know, but I'm not as strong as I'm supposed to be. I can't do it. I'm screwing up the mission.

REESE
Remember the message... the future is not set. There is no fate but what we make for ourselves.

He turns toward the door.

SARAH
Kyle don't go!

26 CONTINUED: 26

REESE
(Turning back to her)
There's not much time left in the world, Sarah.

Reese goes out the door. Sarah jumps from the bed, frantic. Yanks the door open. Follow her out.

27 INT. CORRIDOR 27

Sarah staggers from her cell. Reese is already, impossibly a hundred feet away, striding down from the dim corridor. A silhouette in a long coat, disappearing around a corner.

Sarah runs after him, her bare feet slapping the cold linoleum. Her hospital gown floats out behind her as she dream-runs along the seemingly infinite corridor. She reaches the corner, slides around it, and...

Slams right into the arms of Douglas and his three helpers. They grab her as she struggles and screams. Then Silberman is there, smiling soothingly. They force her down and she approaches... One even more menacing.

TERMINATOR walks toward her, with heavy, measured steps. Backlit eyes concealed by the sunglasses, it stands over her like the angel of death itself. It reaches down and... Takes her hand. Lifts her up. Leads her to a door. They go through together. Emerging into...

A BEAUTIFUL SUNLIT MORNING. CHILDREN are playing nearby... sliding down slides, clambering through a jungle gym. Sarah knows this dream now... it is the worst of all her nightmares. She starts to scream but no sound comes out.

THE SKY EXPLODES into WHITE LIGHT. Everything is seared by the unholy glare, hotter than a thousand suns. The children ignite like match heads. Sarah is burning, screaming silently, everything silent and overexposed. Terminator's flesh and clothing are burning, silently. It grips her hand, Virgil to her Dante in this tour of the nuclear-age Inferno.

THE BLAST WAVE HITS... a near-solid wall of compressed air followed by 250 mph winds. The children, charcoal statues frozen in positions of play, explode into black leaves of ash and swirl away. SOUND hits now, with a thunderous roar. Sarah's scream merges with the howl of the wind as the blast hits her, exploding the flesh from her bones. Beside her, Terminator is stripped of it's burnt flesh, becoming a smoking skeleton of steel.

(CONTINUED)

27 CONTINUED: 27

Then she wakes up... in her cell, shackled to the bed. Sunlight hurts her eyes. She looks desperate and defeated. She knows the war is coming. It visits her every time she closes her eyes. Lost and alone, Sarah feels all hope recede for herself and for humanity.

28 INT. PESCADERO STATE HOSPITAL - INTERVIEW ROOM 28

TIGHT ON VIDEO SCREEN, playing a previously-recorded session. Sarah is in a strait-jacket, talking softly.

VIDEO SARAH
...it's... like a giant strobe light, burning right through my eyes... but somehow I can still see. Look, you know the dream's the same every night, why do I have to--

VIDEO SILBERMAN
Please continue...

The REAL SARAH dispassionately watches herself on the screen. Her expression is controlled. Silberman watches her watching. They are in a brightly lit interview room. TWO ATTENDANTS stand nearby.

VIDEO SARAH
The children look like burnt paper... black, not moving. Then the blast wave hits them and they fly apart like leaves...

Video Sarah can't go on. Real Sarah watches herself cry on tape, her expression cold. We hear Silberman speak on the tape.

VIDE SILBERMAN
Dreams about cataclysm, or the end of the world, are very common, Sarah...

Video Sarah cuts him off, her mood shifting to sudden rage.

VIDEO SARAH
It's not just a dream. It's real, you moron! I know the date it happens!!

(CONTINUED)

28 CONTINUED: 28

VIDEO SILBERMAN
I'm sure it feels very real to you--

VIDEO SARAH
On August 29th 1997 it's going to feel pretty fucking real to you, too! Anybody not wearing number two million sunblock is gonna have a real bad day, get it?!

VIDEO SILBERMAN
Relax now, Sarah--

VIDEO SARAH
You think you're alive and safe, but you're already dead. Everybody, you, him...
(she gestures at the attendant)
everybody... you're all fucking dead!

She is raving, half out of her chair. The orderly moves to inject her with something.

VIDEO SARAH
You're the one living in a dream, Silberman, not me! Because I know it happens! It happens!

Silberman pauses the tape... freezing Sarah's contorted face. Real Sarah turns away from the screen, her expression stony.

SARAH
I was afraid... and confused. I feel much better, now. Clearer.

Silberman gives a calculated paternal smile.

SILBERMAN
Yes. Your attitude has been very positive lately.

Sarah looks up at him. Her voice is hopeful.

(CONTINUED)

28 CONTINUED: 28

SARAH
It has helped me a lot to have a goal. Something to look forward to.

SILBERMAN
And what is that?

As she answers, WE PULL BACK, revealing that we have been looking through a one-way mirror from an adjacent OBSERVATION ROOM. In the shadows of the observation room we see the interns from the earlier rounds, and a couple of STAFF PSYCHOLOGISTS. They smoke and make the occasional note.

SARAH
You said I could be transferred to the minimum security wing and have visitors if I showed improvement in six months. Well, it's been six months, and I was looking forward to seeing my son.

SILBERMAN
I see. Let's go back to what you were saying about these terminator machines. Now you think they don't exist?

CLOSE ON SARAH. Her voice sounds hollow.

SARAH
They don't exist. I see that now.

Silberman leans back, studying her. Toying with her.

SILBERMAN
But you've told me on many occasions about how you crushed on in a hydraulic press.

SARAH
If I had, there would have been some evidence. They would have found something at the factory.

SILBERMAN
I see. So you don't believe anymore that the company covered it up?

(CONTINUED)

28 CONTINUED: 28

Sarah shakes her head no.

CUT TO:

29 EXT. CYBERDYNE SYSTEMS - DAY 29

The corporate headquarters of a mega-electronics corporation. An imposing cubist castle of black glass.

30 INT. SECOND FLOOR/ELEVATORS 30

The elevator doors slide open with a whisper and MILES DYSON strides out. Black. In his early thirties. The star of the Special Project's division. He's brilliant, aggressive, driven. Dyson walks down the corridor, swinging his arms... a man in a hurry. A man with much to do.

He reaches a solid security door and zips his ELECTRONIC KEY-CARD through the scanner. The door unlocks with a clunk.

The sign next to the door reads: SPECIAL PROJECTS DIVISION: AUTHORIZED PERSONNEL ONLY.

31 INT. SECURITY STATION 31

He nods to the guards as he passes through the security checkpoint. They can see all activities on the floor on their bank of video monitors. He unlocks another secure door with his card and enters--

32 INT. ARTIFICIAL INTELLIGENCE (A.I.) LAB 32

The lab is quite large, comprising banks of processors, disk drives, test bays, prototype assembly areas. Extremely high tech.

DYSON
Greetings, troops.

He is jokingly saluted by fellow workers. Not a lab coat in sight. This is a strictly jeans and sneakers crowd. All young and bright. They sit at their consoles drinking Cokes and changing technology as we know it. A young LAB ASSISTANT rushes over to Dyson. Name tag says he's BRYANT.

BRYANT
Mr. Dyson? The materials team wants to run another test on the uh... on it.

(CONTINUED)

32 CONTINUED: 32

DYSON
Yup. Come on. I'll get it.

Dyson produces an unusual-looking KEY from his pocket as they stride through the lab. Bryant has to hustle to keep up.

BRYANT
Listen, Mr. Dyson, I know I haven't been here that long, but I was wondering if you could tell me... I mean, if you know...

DYSON
Know what?

BRYANT
Well... where it came from.

DYSON
I asked them that question once. Know what they told me? Don't ask.

33 INT. VAULT ROOM 33

Dyson enters with Bryant. Dyson and a GUARD stand together before what looks like a high-tech bank vault. It requires two keys to open, like the launch controls in a nuclear silo. The guard and Dyson insert their keys and turn them simultaneously. Dyson then enters a passcode at a console and the vault unlocks itself with a sequence of clunks. The door swings open and Dyson enters. Bryant stays outside with the guard, who notes Dyson's name and the time on a clipboard.

34 INT. VAULT 34

Dyson walks to a stainless steel cabinet and opens it. Inside is a small artifact in a sealed container of inert gas. IT --a ceramic rectangle, about the size of a domino, the color of liver. It has been shattered, painstakingly reconstructed and mounted on a metal frame.

Dyson removes the artifact, in it's inert-gas flask, and sets it on a specially designed cart. He handles it like the Turin Shroud.

Dyson closes the cabinet. Turns to the one next to it. Opens its door. In this cabinet is a larger object... an intricate METAL HAND AND

(CONTINUED)

34 CONTINUED: 34

FOREARM.

At the elbow, the metal is twisted and crushed. But the forearm and hand are intact. Its metal surface scorched and discolored, it stands upright in a vacuum flask, as if saluting. This is all that remains of the terminator Sarah destroyed. Dyson stares at it, lost in thought. Then he closes the cabinet, BLACKING OUT FRAME.

35 INT. INTERVIEW ROOM/OBSERVATION ROOM 35

We can see through the one-way mirror into the interview room where Sarah is still talking with Silberman. The OTHER PSYCHOLOGISTS are still watching through the mirror. Reviewing Sarah's condition.

SARAH
So what do you think, Doctor? I've shown a lot of improvement, haven't I?

SILBERMAN
You see, Sarah... here's the problem. I know how smart you are, and I think you're just telling me what I want to hear. I don't think you really believe what you've been telling me today.

We go tight on Sarah's reaction. And we see that Silberman is right. She was playing him and it didn't work. And she knows she's fucked. Her tone becomes quietly pleading.

SARAH
You have to let me see my son. Please. It's very important. He's in danger. At least let me call him--

Silberman pins her with his sweet reptilian gaze.

SILBERMAN
I'm afraid not. Not for a while. I don't see any choice but to recommend to the review board that you stay here another six months.

Sarah's eyes turn cold and lethal in one second. She knows she's lost. She knows this guy is just playing with her, and she--

(CONTINUED)

35 CONTINUED: 35

LEAPS ACROSS THE TABLE AT HIM.

SARAH
YOU SON OF A BITCH!

Silberman jumps back and the attendants dive on her. She is writhing and twisting like a bobcat. Silberman whips open a drawer and pulls out a syringe. He jabs it into her as she yells--

SARAH
Goddammit. Let me go!! Silberman! You don't know what you're doing!! You fuck! You're dead! You hear me!!

Silberman signals and the attendants drag her out. He looks at the doctors behind the glass. Shrugs.

SILBERMAN
Model citizen.

36 EXT. 7-ELEVEN STORE - DAY 36

Officer X has stopped two young girls in front of a 7-Eleven. He is leaning out the cruiser window and showing them the picture of John. The first girl nods.

FIRST GIRL
Yeah, he was here about fifteen minutes ago. I think he said he was going to the Galleria.

OFFICER X
The what?

The second girl points toward a massive complex visible above the houses several blocks away. Officer X stares at it.

37 EXT. STREET 37

Terminator cruises slowly on the bike. Scanning. He crosses an overpass above a drainage canal and whips his head around at the sound of a dirt-bike engine.

(CONTINUED)

37 CONTINUED: 37

TERMINATOR POV-- OF TWO KIDS ON A BIKE DOWN IN THE CANAL. THE IMAGE SNAP-ZOOMS IN. FREEZES ON THE DRIVER'S FACE. IDENT POS FLASHES NEXT TO THE BURRY IMAGE OF JOHN.

Terminator wheels the Harley around, cutting onto a street which runs parallel to the canal. Terminator hauls ass to keep John in sight. He catches glimpses of the kid through trees and houses. Loses him. Catches on last glimpse of him heading into the parking garage of a large SHOPPING MALL.

38 INT. GALLERIA - DAY 38

John works his way through a crowded video arcade. Sees some guys he knows. Stops to talk, striking a pose. Mall rats in their element. We don't hear the dialog.

39 INT. GALLERIA PARKING GARAGE 39

TERMINATOR'S idling Harley shakes the parking garage walls. He stops at a row of bikes near the escalators. John's little Honda sits proudly with the big street bikes. Terminator parks.

40 INT. GALLERIA 40

OFFICER X is moving through the flow of shoppers. The place is a zoo. He stops some kids and shows them the picture. They shrug.

IN A CROWDED VIDEO ARCADE JOHN is lost in an intense battle, going for a new high score at "Missile Command". He parries deftly as the enemy ICBMs deploy their MIRVs... the warheads stream down... it's more than he can deal with. The world gets nuked. Game over. He slouches away from the game, looking for another. Bored.

RANK FOCUS to Officer X passing the entrance of the store behind him. The cop moves on, down the concourse, out of sight.

John gets in on an "Afterburner" simulator game.

ON TERMINATOR, walking through the crowd in slow motion. Scanning. He moves with methodical purpose, knowing the target is close. We see that he is, incredibly, carrying a box of LONG-STEM ROSES. Like some hopeful guy with a hot date.

THE COP is pointed toward the arcade by some kids hanging out at the multi-cinema. He walks into the maze of kids engaged in synthesized conflict. Cheap electronic sound effects blare above the crowd noise.

(CONTINUED)

JOHN is shooting down MiGs at Mach 2. His friend Tim slides up next to him. Taps him on the shoulder, trying to play it cool.

TIM
Some cop is scoping for you, dude.

John looks around the corner of the "Afterburner" ride. Sees the cop showing a picture to some of the kids. The kids point his way.

John ducks just as the cop glances over. He slinks out the other side of the ride and heads for the back of the store, instinctively retreating. Sarah has taught him that cops are bad news.

THE COP scans the crowded arcade. Glimpses John, looking back as he moves around a row of machines. Starts toward him.

JOHN sees the cop homing in and starts walking fast. Looks back. THE COP is shoving through clots of kids. One of them is slammed to the floor. An eddy of outrage behind the cop as he gains speed.

John breaks into a run. So does the cop.

Kids scatter like ten-pins as the cop charges after John. John sprints through the arcade's back office and store-rooms.

41 INT. SERVICE CORRIDOR 41

John emerges through a firedoor into a long corridor which connects to the parking garage. He's running full out, when around the corner ahead of him comes...

TERMINATOR. Time stretches to a nightmarish crawl as John tries to brake to a stop. Terminator reaches into the box of roses.

SLOW MOTION. The cold black steel of a SHOTGUN emerges as the box falls open, the roses spilling to the floor. TERMINATOR'S BOOT crushes the flowers as it moves forward.

JOHN, transfixed by terror, is trapped in the narrow featureless shooting gallery of the corridor, THE SHOTGUN COMES UP. Terminator expressionlessly strides forward. Jacks around into the chamber, slow and fluid.

John looks behind him for a place to run. Sees the cop coming toward him, pulling his Beretta pistol. Incredibly, John realizes the cop is aiming his gun at him! John looks back at Terminator. He is staring into the black muzzle of the 10-gauge now. Aimed right at his head. He realizes he's screwed. Then something crazy happens...

41 CONTINUED: 41

TERMINATOR
Get down.

John instinctively ducks. Terminator pulls the trigger. KABOOM!

THE COP catches the SHOTGUN'S BLAST square in the chest just as he fires his pistol. The pistol's shot goes wild.

TERMINATOR pumps another round into him. Then another. And another. And another. Advancing a step each time he fires, he empties the shotgun into the cop, blowing him backward down the corridor. The sound is DEAFENING. Then silence.

THE COP lies still on his back.

Terminator is now standing right over John. They both watch as the cop, incredibly, sits up unharmed and gets to its feet. Terminator grabs John roughly by his jacket. Clutches the kid to his chest then spins around as the cop opens fire with the Beretta.

The "cop", who not only isn't a cop, he clearly isn't even human, pulls the trigger so fast it almost seems like a machine-pistol.

ON TERMINATOR'S BACK, as the 9mm slugs slam into it, punching bloody holes in the motorcycle jacket.

JOHN is bug-eyed with fear, but completely unscratched. Terminator's body has blocked the bullets.

The Beretta CLACKS empty. Terminator turns at the sound. Shoves John behind a Coke machine. Drops the empty shotgun. Starts walking toward the "cop".
The empty magazine clatters to the floor.
The cop inserts another one. Snaps back the slide.
Terminator still has twenty feet to go.
It doesn't break it's purposeful stride.

The cop opens fire. Bullets rake Terminator's chest. It doesn't even flinch. Ten feet to go. BLAM BLAM BLAM BLAM! Neither the cop nor Terminator show the slightest change in expression as the gun rips Terminator's wardrobe to shreds.

CLACK. The pistol empties again. Terminator stops two feet in front of the cop. They appraise each other for a second.

(CONTINUED)

41 CONTINUED: 41

We realize now that the cop is a terminator too. We don't know the details yet, but let's call him the T-1000 (since that's what he is). A newer model than the one we've come to know so well (the 800 Series "Arnold"). This guy's an advanced prototype... and he's got quite a few surprises.

T-1000 AND TERMINATOR size each other up. Terminator moves first and grabs the T-1000 in its massive hands but the T-1000 snaps back with a counter-grip. After about two seconds of intense slamming, the wall on both sides of the corridor have all the plaster smashed in, and the two battling machines have blasted through the wall and disappeared.

JOHN, totally stunned by all of this, remembers to move. He staggers to his feet. Stumble-runs toward the parking garage.

THIRD LEVEL CONCOURSE. A plate glass window EXPLODES and Terminator crashes through to the tile floor like a sack of cement amid the screaming crowd.

T-1000 turns without a word and heads back through the store after John, accelerating slowly into a loping, predatory run.

Terminator is totally still. A JAPANESE TOURIST cautiously steps forward and takes a picture of the body. Suddenly, Terminator's eyes snap open. The stunned tourist backs away.

He sits up and looks around. Gets his bearings. Rises smoothly to his feet. All servos seem to be working fine. The tourist's camera whirs as the motor-drive runs on by itself, taking shot after shot. The owner isn't even looking through the eyepiece, he's so shocked.

42 INT. PARKING GARAGE 42

John is frantically pumping the kick starter of his bike, scared shitless and the damned thing won't start. His hands are shaking so badly he can't find the choke. He looks up to see--

The T-1000 running down the corridor towards him.

John fumbles with the choke. The bike catches. He slams it in gear and spins the bike out into the main aisle of the garage.

John looks back... the T-1000 is behind him, running. He twists the throttle and guns the little bike forward. Incredibly, the T-1000 is gaining. This nightmare isn't happening. John races out the exit ramp, and charges right into the street.

43 EXT. STREET 43

John shoots into the busy traffic. Cuts off a BIG-RIG TOW TRUCK. The DRIVER swears. Hits his air horn.

What the driver doesn't see is the cop, running faster than O.J. Simpson at the airport, who emerges onto the street and runs right at his truck.

IN THE TRUCK. The driver hears a thump as something slams against his door, then feels himself pulled right out. T-1000 slides in and takes his place. The truck is still rolling along about 25mph. T-1000 accelerates after John without missing a beat. It can see him, up ahead, weaving through traffic.

Out of the garage entrance, Terminator roars onto the street on the Harley. It accelerates after the others.

44 EXT. FLOOD CONTROL CHANNEL 44

John slides his bike down the service ramp faster than he's ever done it before. He races along the bottom of the canal, turning into a narrower tributary which has vertical sides.

He looks back. No sign of pursuit.

Suddenly he sees the sun blocked out by a great shadow. The Kenworth tow-truck... big as a house, all chrome and roaring diesel engine... crashes through the fence and launches itself right into the center of the canal.

It crashes down, 15 feet to the ground, going about 60, hits at an angle and tears into the concrete wall with a hideous grinding of metal. It ricochets back and forth between the walls then, bellowing like a gunshot stegosaurus, it just keeps on plowing forward, gathering speed.

John looks back and sees this wall of metal almost filling the narrow concrete canal and he milks every last bit of throttle the little bike has. The Kenworth is all muscle, tearing along the canal like a train in a tunnel. Its big tires send up huge sheets of muddy spray, backlit in the setting sun. It looks like some kind of demon. And... it's gaining.

ABOVE THEM, on the service road running parallel, Terminator is fighting to overtake them. It looks down and sees John with the tow-truck from Hell catching up to him. It is only about twenty feet behind him and still gaining.

ANGLE IN THE CANAL, looking back past a desperate John, at the wall of metal filling frame behind him.

(CONTINUED)

ABOVE, Terminator cuts the bike suddenly hard to the left, leaving the road. hitting an earth embankment just right, it jumps the bike into the air like Steve McQueen in "The Great Escape" and vaults the fence bordering the canal. It slams down at the edge of the canal and tears along, inches from the drop-off on a dirt path, accelerating past the truck in the channel below.

John hits some water and slows momentarily, losing speed. The massive push-plate on the front of the truck slams his back fender. Panicked, he pulls a little ahead. All this happening at about sixty miles an hour. Top speed for the little dirt bike

SLOW MOTION as Terminator jumps the bike again. This time the 700-pound Harley sails out into space and drops into the canal. It arcs down between the truck and John, hitting on its wheels. It bottoms out, an explosion of sparks from under the frame. Only the ultra-fast reflexes of a machine could keep the bike upright. Terminator fights for control.

It guns the throttle and the powerful bike roars up beside John's tiny Honda. Terminator sweeps the kid off his machine with one arm and swings him onto the Harley, in front of him. John's Honda weaves and falls, smashed instantly under thundering tires.

The Harley roars ahead. It hits eighty. Ahead is an overpass, and supporting it is an abutment which bisects the canal into two channels. The Harley thunders into one channel, which is essentially a short tunnel.

The truck can't fit on either side. Neither can it stop, at that speed. Tires locked, it slides on the muddy concrete and piles in the concreted abutment at seventy.

Terminator and John emerge from the tunnel, looking back to see a fireball blasting through behind them as the truck's side-tanks explode.

Terminator stops the Harley. John peers around its body to see the destruction. A burning wheel wobbles out of the tunnel and flops in the mud. Terminator revs the bike and they roar away, down the canal, disappearing around a bend.

ANGLE ON THE FIRE, as a column of black smoke rises from the overpass. Smoke boils from the tunnel as well, and inside it is a solid wall of flame. A figure appears in the fire. Just an outline. Walking slowly... calmly.
The figure emerges from the flames.

44 CONTINUED: 44

It is human shaped but far from human. A smooth chrome man. Not a servomechanism like Terminator is underneath, with its complex hydraulics and cables... this thing is a featureless, liquid chrome surface, bending seamlessly at knees and elbows as it walks. It reminds us of mercury. A mercury man. Its face is simple, unformed.
Unruffled by thousand degree heat, it walks toward us.

With each step detail returns.
First the shapes and lines of its clothing emerge from the liquid chrome surface, then finer details... buttons, facial features, ears...

But it's still all chrome. With its last step, the color returns to everything. It is the cop again... handsome young face, blond hair, moustache. Icy eyes. It stops and looks around.

It is a perfect chameleon. A liquid metal robot. A killing machine with the ultimate skills of mimicry for infiltration of human society.

ANGLE NEARBY, as several police cruisers and a fire truck pull up.

T-1000 climbs out of the canal behind them. More cops arrive. T-1000 blends in perfectly. There are always cops at disasters and scenes of violence. We now see why its choice of protective mimicry is so perfect.
It walks among the other cops unnoticed.
Gets into one of the squad cars. Starts it and drives away.

45 EXT. SIDE STREET - DAY 45

Terminator, with John in front of him, on the Harley roars down the empty street. John cranes his neck around to get a look at the person/thing he is riding with. The image is strangely reminiscent of father/son, out for an evening ride.

John is still shaking from the experience of what just happened and he's just a ten year old kid, but he's also the John Connor who will someday rise to greatness, and we see a bit of that in him even now.

JOHN
Whoa... time out. Stop the bike!

Terminator immediately complies. He leans the bike into a turn. They head into a nearby alley.

46 EXT. ALLEY 46

Terminator and John roll into the alley and come to a stop. John slides off the gas tank. Terminator impassively stares at him.

(CONTINUED)

46 CONTINUED: 46

John checks him out. Tentatively speaks.

JOHN
Now don't take this the wrong way, but you are a terminator, right?

TERMINATOR
Yes. Cyberdyne Systems, Model 101.

JOHN
No way!

John touches Terminator's skin. Then the blood on his jacket. His mind overloads as the reality of it hits him.

JOHN
Holy shit... you're really real! I mean... whoa!
(stepping back)
You're, uh... like a machine underneath, right... but sort of alive outside?

TERMINATOR
I'm a cybernetic organism. Living tissue over a metal endoskeleton.

JOHN
This is intense. Get a grip, John. Okay, uh... you're not here to kill me... I figured that part out for myself. So what's the deal?

TERMINATOR
My mission is to protect you.

JOHN
Yeah? Who sent you?

TERMINATOR
You did. Thirty five years from now you reprogrammed me to be your protector here, in this time.

John gives him an amazed look.

JOHN
This is deep.

47 EXT. STREET - NIGHT 47

John and Terminator on the bike again, weaving through the side streets. They blend into the evening traffic. In the darkness, Terminator's wounds are not readily visible. John cranes his head up and back.

JOHN
So this other guy? He's a terminator too, right, like you?

TERMINATOR
Not like me. A T-1000. Advanced prototype. A mimetic polyalloy.

JOHN
What's that mean?

TERMINATOR
Liquid metal.

JOHN
Radical.

TERMINATOR
You are targeted for termination. The T-1000 will not stop until it completes its mission. Ever.

John mulls that over.

JOHN
Where are we going?

TERMINATOR
We have to leave the city, immediately. And avoid the authorities.

JOHN
Can I stop by my house?

TERMINATOR
Negative. The T-1000 will definitely try to reacquire you there.

JOHN
You sure?

(CONTINUED)

47 CONTINUED: 47

TERMINATOR
I would.

CUT TO:

48 EXT. PAYPHONE 48

John is quickly going through his pockets for change. He has plenty of bills but no quarters.

JOHN
Look, Todd and Janelle are dicks but I gotta warn them. Shit! You got a quarter?

Terminator reaches past John and smashes the cover plate off the phone's cash box with the heel of his hand. A shower of change tumbles out. Terminator hands one to John. John dials.

49 INT. VOIGHT HOUSE - KITCHEN - NIGHT 49

Janelle Voight picks up the kitchen phone and cradles it with her shoulder while she continues to chop vegetables with a large knife. She answers sweetly.

JANELLE
Hello?

JOHN
(filtered through phone)
Janelle? It's me.

In the backyard John's German Shepherd is going bonkers, barking at something.

JANELLE
John? Where are you, honey? It's late. You should come home, dear. I'm making a casserole.

AT THE PAYPHONE, John listens, and odd look on his face. He covers the phone's mouthpiece and turns to Terminator.

(CONTINUED)

49 CONTINUED: 49

JOHN
(whispering)
Something's wrong. She's never this nice.

IN THE VOIGHT KITCHEN. Todd comes in through the kitchen's back door. Just home from work. He ignores Janelle and opens the fridge. Grabs a carton of milk. Takes a sip. Frowns at the dog's barking.

TODD
What the hell's that goddamn dog barking at? SHUT UP YOU MUTT!!

TIGHT ON JANELLE as Todd growls around the kitchen behind her. He passes OUT OF FRAME next to her. Janelle switches the phone to her other hand then... THUNK! Her free hand seems to do something out of frame. There is a gurgling, and the sound of liquid dribbling onto the floor. (Don't go away. We'll find out what happened in a moment.)

AT THE PAYPHONE. John cups the phone again. Turns to Terminator.

JOHN
The dog's really barking. Maybe it's already there. What should I do?

Terminator takes the phone from John's hand. Janelle's voice is floating through the receiver.

JANELLE
(filtered)
John? John, are you okay?

Terminator speaks into the phone in a perfect imitation of John's voice...

TERMINATOR
(in John's voice)
I'm right here. I'm fine.
(to John, in a whisper)
What is the dog's name?

JOHN
Max.

Terminator nods. Speaks into phone.

(CONTINUED)

49 CONTINUED: 49

TERMINATOR
Hey Janelle, what's wrong with Wolfy? I can hear him barking. Is he okay?

JANELLE
(filtered)
Wolfy's fine, honey. Where are you?

Terminator unceremoniously hangs up the phone. Turns to John.

TERMINATOR
Your foster parents are dead. Lets go.

Terminator heads for the bike. John, shocked, stares after him.

50 INT. VOIGHT HOUSE/KITCHEN 50

Janelle hangs up the phone. Her expression is neutral. Calm.

PAN OVER along her arm, which is stretched out straight from the shoulder. Partway along its length her arm has turned smoothly into something else-- a metal cylinder which tapers into a sword-like spike. Now we see Todd Voight PINNED TO A KITCHEN CABINET by the spike which has punched through his milk carton, through his mouth and exits the back of his head into the cabinet door. His eyes are glassy and lifeless.

The spike is withdrawn-- SWIISHHTT!-- so rapidly, Todd is actually standing there for a second before he slumps out of sight. THUMP.
Janelle doesn't bat an eye as the spike smoothly changes shape and color, transforming back to a hand, and then...

JANELLE CHANGES rapidly into the COP we now know as the T-1000. The change has a liquid quality. T-1000 opens the back door.

51 EXT. VOIGHT HOUSE/BACKYARD - NIGHT 51

T-1000 approaches the big German Shepherd, which slinks away from him, barking in fear. T-1000 walks right into CLOSE UP. Reaches down, OUT OF FRAME. We hear that sickening THUNK followed by a shrill YELP. Then T-1000's hand snaps up INTO FRAME holding a bloody dog collar.

The tag reads "MAX"

T-1000 nods thoughtfully. Heads back to the house.

52 EXT. PARKING LOT - NIGHT 52

Dark. Off a quiet street. Terminator stands near the Harley watching John pace before him. John's brain is calling time-out. This is all too weird.

JOHN
I need a minute here, okay? You're telling me it can imitate anything it touches?

TERMINATOR
Anything it samples by physical contact.

John thinks about that, trying to grasp their opponent's parameters.

JOHN
Like it could disguise itself as anything... a pack of cigarettes?

TERMINATOR
No. Only an object of equal size.

John's still reeling from meeting one terminator, which now seems downright conventional next to the exotic new model.

JOHN
Well, why didn't it just become a bomb or something to get me?

TERMINATOR
It can't form complex machines. Guns and explosives have chemicals, moving parts. It doesn't work that way. But it can form solid metal shapes.

53 INT. VOIGHT HOUSE - NIGHT 53

T-1000 walks down the dark hall. It passes the bathroom and we see the real Janelle's legs through the half-open door. The shower is running. Her blood mixes with water on the white tile floor.

In John's bedroom the T-1000 begins searching methodically in the dark. Calmly and dispassionately ripping the room apart for any clues that could lead it to it's target. T-1000 finds a box of audio cassettes marked "Messages from Mom". In it are some letters, and envelopes filled with snapshots.

(CONTINUED)

53 CONTINUED: 53

It begins looking through some of the photos...

SHOTS OF JOHN AND SARAH during the missing year. Sarah in olive cammos with an RPG 7 grenade launcher, teaching John how to aim. Sarah with a group of military-clad Guatemalan men, standing next to cases of stinger missiles. John and Sarah in a Contra camp, deep in the mountains.

54 EXT. PARKING LOT - NIGHT 54

John is now sitting on the curb, lost in stunned thought. Terminator stands above him, watching the street like a Doberman. He glances down at John.

JOHN
We spent a lot of time in Nicaragua... places like that. For a while she was with this crazy ex-green beret guy, running guns. Then there were some other guys. She'd shack up with anybody she could learn from. So then she could teach me how to be this great military leader. Then she gets busted and it's like... sorry kid, your mom's a psycho. Didn't you know? It's like... everything I'd been brought up to believe was just made-up fantasy, right? I hated her for that.
(he looks up)
But everything she said was true.
(he stands)
We gotta get her out of there.

TERMINATOR
Negative. The T-1000's highest probability for success now would be to copy Sarah Connor and wait to make contact with you.

JOHN
Oh great. And what happens to her?

Terminator's reply is matter-of-fact.

TERMINATOR
Typically, the subject being copied is terminated.

(CONTINUED)

54 CONTINUED: 54

JOHN
TERMINATED!? Shit? Why didn't you tell me? We gotta go right now!

TERMINATOR
Negative. She is not a mission priority.

JOHN
Yeah, well fuck you, she's a priority to me!

John strides away. Terminator goes after him and grabs his arm. John struggles against the grip, which doesn't do him much good.

JOHN
Hey, goddammit! What's your problem?

Starts dragging John back to the bike. John spots a couple of college-age slob-o-meat JOCK-TYPES across the street and starts yelling to them.

JOHN
Help! Help!! I'm being kidnapped! Get this psycho off of me!

The TWO JOCKS start toward them. John yells in outrage at Terminator.

JOHN
Let go of me!!

To his surprise, Terminator's hand opens so fast John falls right on his butt. He looks up at the open hand.

JOHN
Oww! Why'd you do that?

TERMINATOR
You told me to.

John stares at him in amazement as he realizes.

JOHN
You have to do what I say?!

TERMINATOR
That is one of the mission parameters.

(CONTINUED)

54 CONTINUED: 54

JOHN
Prove it... stand on one foot.

Terminator expressionlessly lifts one leg.
John grins. He's the first on his block...

JOHN
Cool! My own terminator. This is great!

The two guys get there and look at Terminator standing there calmly with one leg in the air. This big guy in black leather and dark glasses, standing there like a statue.

FIRST JOCK
Hey, kid. You okay?

John turns to him. No longer needing to be rescued.

JOHN
Take a hike, bozo.

FIRST JOCK
Yeah? Fuck you, you little dipshit.

JOHN
Dipshit? Did you say dipshit?!
(to Terminator)
Grab this guy.

Terminator complies instantly, hoisting him one-handed by the collar. The guy's legs are pinwheeling.

JOHN
Now who's a dipshit, you jock douchebag?

Immediately, things get out of hand. The guy's friend jumps behind Terminator and tries to grab him in a full nelson-- Terminator throws the first guy across the hood of a car-- Grabs the second by the hair, whips out his .35 in a quick blur, and aims the muzzle at the guy's forehead.
John grabs Terminator's arm with a yell as he pulls the trigger-- John's weight is just enough to deflect the gun a few inches. The guy flinches, stunned by the K-BOOM next to his ear. He stares, shocked. Pissing himself. John is freaking out too.

He screams at Terminator.

JOHN
Put the gun down! NOW!

Terminator sets the .45 on the sidewalk. John scoops it up fast then turns to the shocked civilians, who can't believe what just happened.

JOHN
Walk away.

They do. Fast. John grabs Terminator by the arm and tugs him toward the bike. John still holds the gun, reluctant to give it back.

JOHN
Jesus... you were gonna kill that guy!!

TERMINATOR
Of course. I'm a terminator.

John stares at him. Having your own terminator just became a little less fun to him.

JOHN
Listen to me, very carefully, okay? You're not a terminator anymore. Alright? You got that? You can't just go around killing people!

TERMINATOR
Why?

JOHN
Whattaya mean, why? Cause you can't!

TERMINATOR
Why?

JOHN
You just can't, okay. Trust me on this.

Terminator doesn't get it. John just stares at him. Frightened by what almost happened. He gets a glimpse of the responsibility that comes with power. Finally he hands the .45 back to Terminator, who puts it away.

54 CONTINUED: 54

JOHN
Look, I'm gonna go get my mom. You wanna come along, that's fine with me.

CUT TO:

55 INT. VOIGHT HOUSE/BEDROOM - NIGHT 55

T-1000 finds an envelope... a letter from Sarah to John sent since she's been at Pescadero State Hospital. It reads the return address on the envelope. It has what it needs. It picks up a tape player and the battered shoebox full of Sarah's tapes and exits.

CUT TO:

CLOSE ON A BLACK AND WHITE PHOTOGRAPH. The image is a nightmare from the past. It is a surveillance camera still-frame from the L.A. police station where the first terminator made such an impression in 1984. We see the blurry forms of cops frozen in the emergency lights of a burning corridor.

A black-clad figure stands at the end of the corridor. The guy has short-cropped hair and dark glasses. An AR-180 assault rifle in one hand, and a 12-guage in the other--holding them both like toy pistols.

ANOTHER PHOTO is slapped on top of the first. Another still-frame blow-up is placed over the last. Terminator looms in CLOSE UP.

DETECTIVE WEATHERBY (OS.)
These were taken at the West Highland police station in 1984. You were there.

WIDER. We're in--

56 INT. INTERVIEW ROOM/PESCADERO - NIGHT 56

The photos are lying on the table in front of Sarah, placed there by DETECTIVE WEATHERBY. His partner DET. MOSSBERG, and Dr. Silberman, sit at the table as well. Two uniformed cops, plus Douglas, stand by the door. Sarah stares listlessly at the top photo. She's withdrawn, haggard... drugged-looking.

MOSSBERG
He killed seventeen police officers that night. Recognize him?

(CONTINUED)

56 CONTINUED: 56

Weatherby slaps another black and white eight-by-ten on the table. A close up of Terminator taken by the Japanese tourist at the mall. It's the same face.

WEATHERBY
This one was taken by a Japanese tourist today.

Sarah doesn't react. It's hard to tell what she's thinking. Whether she's given up hope or is just in a drugged stupor.

WEATHERBY
Ms. Conner, you've been told your son's missing. His foster parents have been murdered, and we know this guy's involved. Talk to us. Don't you care?

Sarah looks up at him. A cold and empty stare. He glances at Silberman. Then at his partner.

MOSSBERG
We're wasting our time.

On of the uniformed cops opens the door and Mossberg strides into the hall. Weatherby and the two uniforms follow him out, with Silberman right behind.

SILBERMAN
Sorry, gentlemen...

TIGHT ON SARAH, slumped under the bright lights. totally out of it. Then we see her hand, creeping along the edge of the table towards the stack of photos. She slips off the paper clip binding the stills together, and hides it between her fingers. Douglas jerks her up by the arm and leads her out.

CUT TO:

(CONTINUED)

57 INT. SARAH'S CELL 57

Douglas cinches up the last of Sarah's restraints. Then leans over her...looking down. Even wrecked as she is, we see the beauty in her face. He bends down. We think he's going to kiss her. Instead, he runs his tongue across her face like a dog would. She seems not to even see him. Her dull eyes see past him. He can't provoke a reaction. Even here, strapped down, the two of them alone, she gives him no superiority. He smirks and leaves. We hear the sound of his nightstick tapping its way down the corridor, growing fainter.

Sarah's eyes snap suddenly alert. There is intensity and resolve in them. She slips the paper clip out from between her fingers and awkwardly spreads it open into a straight piece of wire. With slow, painful concentration she moves it toward the lock of the restraints that bind her wrists to the restraints that bind her wrists to the bed at her sides.

CUT TO:

58 EXT. ROAD - NIGHT 58

Terminator and John charge through the night on the Harley. Streetlights flare past them like comets. Two serious guys on a mission. One a ten year old kid, the other a half-man/half-machine cyborg killer from the post-apocalypse future.

CUT TO:

59 INT. SARAH'S CELL 59

TIGHT ON RESTRAINT LOCK as it unlatches... unsuccessfully picked by Sarah's paper clip. This is not an easy thing to do. But Sarah taught herself a lot of things in her years of hiding.

SARAH, her hands free, sits up and releases the Velcro straps on her feet. She rolls off the bed and we see her in a whole new light. She is totally alert, almost feral in her movement.

CUT TO:

60 EXT. HOSPITAL ENTRANCE 60

GUARD SHACK. A bored security guard glances up as an LAPD black-and-white pulls up. He raises the barricade and nods at the T-1000/cop as he passes.

(CONTINUED)

60 CONTINUED:

THE CRUISER pulls in next to the other police vehicles. The T-1000 walks toward the main entrance.

CUT TO:

61 INT. SARAH'S CELL/CORRIDOR

Sarah is using the paper clip on the door lock. She hears an echoing tapping sound. It's getting louder, coming her way. She goes back to work on the lock.

IN THE CORRIDOR. Douglas the attendant is tapping his stick along the wall like he does every night on his rounds. It is dark. He shines a little mag-light in the windows of the cells as he passes, barely slowing.

He rounds the corner. His footsteps echo in the dark hallway. The tip of the stick hits the wall. Tap, tap, tap... getting close to Sarah's cell. He stops at her door. He is about to shine his light in when he notices that a utility closet across the hall is open. He goes to shut it, absently flicking his light into the dark closet. He notices something strange among the buckets and cleaning supplies. A mop lies on the floor, with its handle snapped off about halfway up. The other half is missing.

Douglas ponders that for half a second, then hears a SOUND behind him and spins around. The sound he heard was Sarah's cell door.

The missing two feet of MOP HANDLE fills his vision as it CRACKS viciously across the bridge of his nose.

250 pounds of doughy attendant hits the floor like a sack of cement. Sarah slams the makeshift baton down expertly across the back of his head, bouncing him off the linoleum.

Lights out, Douglas.

She drags him into her cell and locks him in with his own keys. Then swaps her mop handle for his nice, heavy night-stick.

Sarah races down the dark corridor, cat-stepping in her bare feet. She holds the baton like a pro, laid back along her forearm, police-style. She looks dangerous.

CUT TO:

62 INT. HOSPITAL ENTRANCE/CORRIDOR

A long corridor ends at a reception area, which is closed, and a NIGHT RECEIVING DESK, which is a glass window where they can buzz you in through a heavy door.

(CONTINUED)

62 CONTINUED: 62

A NIGHT NURSE types at a desk nearby. She looks up at the sound of footsteps and sees a young cop (T-1000) walking toward her.

T-1000
You have a Sarah Conner here?

She assumes he's with the other cops. Smiles.

NIGHT NURSE
Running late, aren't you?

She turns to the inner door to buzz him in and sees Silberman and the other cops coming toward the door from the other side.

NIGHT NURSE
Your friends are on their way out now...

When she turns back to the window, T-1000's no longer there. She goes to the counter and leans out to see if he's at the drinking fountain or someplace. No. Reception is empty. And so is the long corridor beyond. She frowns. Too weird.

Silberman comes through the solenoid door with Mossberg and Weatherby, the two uniform cops, and the hospital security guard. The guard retrieves his 9mm pistol from a lock-out box behind the night desk. Silberman faces him.

SILBERMAN
Lewis, see these gentlemen out and then lock up for the night.

The security guard nods. Silberman goes back into the secure area of the hospital and the cops walk down the long corridor to the main doors. No sign of T-1000. Mossberg and the other cops exit, and the guard locks the door behind them.

The guard walks slowly back along the long corridor. The hall is dark, with the light at the night desk far ahead like a sanctuary. His footsteps ring hollowly on the tile floor. His keys jingle.

ANGLE ON THE FLOOR as the guard's feet pass through FRAME. An instant later the floor starts to move. It shivers and bulges upward like a liquid mass, still retaining the two-tone checkerboard of the tile. It hunches up silently into a quivering shadow in the darkness behind the guard.

Up ahead we hear typing. The night nurse has her back to us, working. The guard stops at the drinking fountain.

(CONTINUED)

62 CONTINUED: 62

Bends to take a sip. Behind him the fluid mass has reached six feet of height and begins to resolve rapidly into a human figure. It loses the color and texture of the tile and becomes... THE GUARD.

T-1000's mass has spread out a quarter of an inch thick over several square yards of floor. The guard walked over the T-1000, and his structure was sampled in that instant. Now we see it drawing in and pulling up to form the figure of the guard.

The T-1000/Guard's feet are the last to form, the last of the "liquid floor" pulling in to form shiny black guard shoes. The shoes detach with a faint sucking sound from the real floor as the T-1000/Guard takes its first step.

The real guard spins at the sound of footsteps to see... himself.

He has one deeply disturbing moment to consider the ramifications of that. The he sees his double calmly raise his hand and, inexplicably, point his right index finger directly at the real guard's face, about a foot away. In a split second, the finger spears out, elongating into a thin steel rod which snaps out like a stiletto, slamming into the guard's eye.

It punches into the corner of the eye, past the eyeball like a trans-orbital lobotomy tool, and emerges from the back of the guard's skull.

Life quietly empties from the guard's face. He is dead weight now, hanging from the rod/finger, which suddenly retracts-- SSSNICK. As the guard slumps, the T-1000 takes his weight easily with one hand and walks him, like he's carrying a suit on a hanger, back towards the night desk. The wounds are so tiny, no blood drips onto the floor.

ON THE NURSE, glancing up as the T-1000/guard walks past, dragging something casually which we can't see because it's below the countertop.

NIGHT NURSE
Whatcha got, Lewis?

T-1000/GUARD
Just some trash.

She nods, uninterested. Keeps typing. T-1000 moves past, dragging the unseen guard toward a closet down the hall from the night receiving station. T-1000/Guard removes the Browning High-Power pistol and the keys from the real guard's belt, then stuffs his body into the utility closet.

INT. CORRIDOR/NIGHT RECEIVING DESK

(CONTINUED)

62 CONTINUED: 62

T-1000/Guard comes back out and glances at the nurse.

T-1000/GUARD
All set.

She glances towards him. Sees the Berretal in his holster.

NIGHT NURSE
Gotta check the gun first, Lewis.

T-1000/GUARD
Yeah, sorry.

T-1000 open the locker and blocks it from her view with its body and mimes putting the gun in.

CLOSE ANGLE ON T-1000's CHEST, from inside the locker. Instead of setting the gun in the locker, it inserts the pistol into its own chest, where it disappears inside like it was dropped into a pot of hot fudge. It withdraws its hand. The chest is once again a surface that looks like cloth, buttons, nametag, etc. You'd never guess it was really an intelligent liquid metal.

T-1000 slams the locker door and waits as the nurse hits the button unlocking the door with a BUZZ-CLACK. T-1000/Guard goes through.

CUT TO:

63 INT. ISOLATION SECURITY CHECKPOINT 63

A small room before a short SALLY-PORT corridor designed to prevent violent inmates from making a run for it. There are doors at each end. The first one is barred like a jail-cell door, and the second is a steel fire door. The attendants have a video monitor with which they can see the corridor on the other side of the doors.

The two bored attendants barely notice the T-1000/Guard as it approaches. Looks briefly at the chart next to the door, seeing SARAH CONNOR is in #19. T-1000/Guard goes into the Isolation Ward through the two doors, which lock behind it.

IN THE ISOLATION WARD, the T-1000 passes a nurses' station, which looks like a cage, walled in by heavy metal mesh. Silberman, leaning in the open doorway, is talking to an attendant in the cage. He doesn't glance twice at Lewis the Guard passing by.

SARAH, moving like a ghost in the darkened corridor, hears footsteps coming and quietly but quickly unlocks a cell next to her with Douglas's master key.

(CONTINUED)

63 CONTINUED: 63

She slips into the cell and waits as the footsteps pass. We glimpse the T-1000/Guard pass the window.

She waits as the footsteps fade away. She looks over. A female inmate, strapped to a bed, watches her with bird-like eyes. She puts a finger to her lips--SSHHH. The inmate nods. Sarah exits.

POV MOVING TOWARD nurse's station. We hear Silberman's voice, reviewing medication with the night attendant.

ON SILBERMAN yawning, looking at his watch. He turns to go...

Sarah is there. She slams into him, hurling him through the door into the cage and following him in. The orderly jumps up, going for his stunner, but she nails him with Douglas' baton. WHAP-WHAP-WHAP! You can barely see the thing, she's swinging it so fast. The guy goes down.

Silberman lunges for the alarm button and she cracks down hard on his arm. He cries out and grabs his wrist. She grabs him by the hair and slams him face down on the desk, smacking him behind the knees expertly with the baton. His legs buckle and he drops to his knees with his chin on the desk. She pins him with one hand. His face is full of outraged disbelief.

SILBERMAN
You broke my arm!

SARAH
There's 215 bones in the human body, motherfucker. That's one. Now don't move!

Moving rapidly, she whips open a medication drawer and grabs a syringe. They keep a few of these handy for tranking unruly patients. She jams it into the guard's butt and fires the whole shot. Still holding the empty syringe, she sees what she needs next.

They keep the toxic cleaning supplies in here to keep the inmates from drinking the Drano. She grabs a plastic jug of LIQUID PLUM'R and slams it down on the desk inches from Silberman's eyes.

She jabs the empty syringe into the plastic jug. Draws back the plunger. The syringe fills with blue liquid. She whips it out of the jug and jams the needle into Silberman's neck. His horrified eyes rack towards it. 10 cc's of blue death fill the cylinder. Her thumb hovers over the plunger.

She jerks him to his feet by the collar and gets a tight grip on him, then hauls him through the door.

(CONTINUED)

63 CONTINUED: 63

IN THE CORRIDOR outside cell #19 the T-1000 stops and looks in the window. Douglas, his face a bloody mess, yells to be heard.

DOUGLAS
Open the door! The goddamn bitch is loose in the halls!

To Doulgas's amazement, Lewis the Guard turns impassively and walks away, leaving him shouting soundlessly at the window.

CUT TO:

64 EXT. HOSPITAL 64

Terminator and John are approaching the guard gate on the Harley. They can see the guard inside look up at the sound of the engine.

JOHN
Now remember, you're not gonna kill anyone, right?

TERMINATOR
Right.

John looks at him. He's not convinced.

JOHN
Swear.

TERMINATOR
What?

JOHN
Just say, "I swear I won't kill anyone."

John holds his hand up, like he's being sworn in. Terminator stares at John a beat. Then mimics the gesture.

TERMINATOR
I swear I will not kill anybody.

Terminator stops the bike and gets off.

The guard, sensing trouble, has his gun drawn as he comes out of the shack. Terminator walks towards him drawing his .45 smoothly. BLAM!

He shoots the guard accurately in the thigh. The guy drops, screaming and clutching his leg. Terminator kicks the guard's gun away, then smashes the phone in the shack with his fist.

(CONTINUED)

64 CONTINUED: 64

He pushes the button to raise the gate and walks back to the bike.

TERMINATOR
He'll live.

Terminator climbs on the bike. They drive toward the hospital, heading down an ambulance ramp to an underground receiving area.

65 INT. ISOLATION FLOOR 65

The attendants at the security checkpoint look up at the monitor as someone enters the corridor. They see Sarah, holding Silberman at syringe-point. Sarah speaks to them through an intercom on the wall. Her voice comes through the speaker.

SARAH
Open it or he'll be dead before he hits the floor.

The attendants adrenalin levels just went off the scale. The first attendant adamantly shakes his head no. The amperage here is really high. The second attendant keys the intercom mike.

2ND ATTENDANT
There's no way, Connor. Let him go.

Silberman's face is the color of suet.

SILBERMAN
It won't work, Sarah. You're no killer. I don't believe you'd do it.

Her voice is a deadly hiss.

SARAH
You're already dead, Silberman. Everybody here dies. You know I believe that. So don't fuck with me!

SILBERMAN
Open the goddamn door!

The attendants look at one another. One of them finally hits the solenoid button. The far door unlocks.

IN THE LOCKOUT CORRIDOR. Sarah pushes Silberman ahead of her. The nearer, barred door must be unlocked manually.

(CONTINUED)

65 CONTINUED: 65

One of the attendants cautiously approaches. Nervously unlocks it.

SARAH
Step back!

He does. She faces both of them.

SARAH
Down on the floor! Now!

They comply. She comes through with Silberman, giving them a wide berth. Starts backing down the hall away from them, still holding her hostage. She's actually pulling this off.

ANGLE FROM BEHIND HER. What we can see, but she can't, is a third orderly just waiting around the corner. He's poised, ready to jump her when she comes abreast of him.

ON SARAH, backing up. She reaches the corner.

The third attendant lunges, grabbing her syringe-hand. Sarah spins on the orderly and catches him across the throat with the nightstick. He loses interest fast, dropping to his knees and gagging. Silberman pulls away, screaming at the top of his lungs.

SILBERMAN
Get her!

They scramble up as Sarah takes off like a shot around the corner. One of them hits the panic button and ALARMS begin to sound.

IN THE ISOLATION WARD, the T-1000 is looking in at a very stoned attendant inside the nurses' station when the alarms shriek through the halls. It reaches into its chest and pulls out the 9mm pistol. Heads for the security entrance.

IN ANOTHER CORRIDOR in the maze of the vast hospital, Sarah flies past us, her bare feet slapping on the cold tiles. The orderlies charge after her. She's like an animal in a maze. She turns a corner, glancing off the wall, and sprints on without slowing. She reaches a steel door. Tries it. Locked. Footsteps like a drum solo behind her.

She fumbles with Douglas's keys, breathing hard. Jams the master in. The orderlies are bearing down on her at full tilt. Sarah gets the door open. Dives through. Slams it. She turns the deadbolt knob as the first orderly grabs the latch on the other side. He's too late.

Sarah sees them beyond the window, fumbling with their keys.

(CONTINUED)

65 CONTINUED: 65

Sarah is in another sally-port corridor. A jail-cell type barred door is between her and the corridors of the ward beyond. She sprints to the wall of bars, jams her key into the door.

She unlocks and pulls open this door just as she hears the latch of the one she just came through being unlocked.

She flings herself frantically through the barred door as the first orderly comes through behind her. She slams the bars shut. CLANG.

Her keys are dangling from the lock on the other side from her. The orderly is racing her, white-lipped with rage.

She reaches back through the bars, turns the key, and purposefully snaps it off in the lock. An instant later the big orderly slams against the door, grabbing through the bars for her as she dances back just out of reach. He lunges against the steel bars, unbelievingly pissed off.

Sarah takes off running, looking back at the frustrated orderlies. They're shouting at each other, unable to fit their keys into the lock--the broken-off tip makes it impossible to get their keys in. Silberman shouts at them.

SILBERMAN
Go around, goddamnit! Go around!

The orderlies run back the way they came, and along a cross-corridor to another set of doors.

ON SARAH as she rounds a corner and sees the elevators ahead. Now she's home-free. At a full title sprint, she's nearly there when the elevator doors part...

TERMINATOR steps out... his head swiveling to face her.

Sarah reacts, stricken by images from her worst nightmares. Her eyes go wide as momentum carries her forward. Her bare feet slip on the slick tile. She slams to the floor, staring up at the leather clad figure with the shotgun.

She loses all semblance of courage and some of her sanity. She's not even aware that she is screaming, or what would be screaming if she could get the breath to do it.

In slowed down dream-time, Sarah scrambles back along the floor like a crab, spinning and clawing her way to her feet along the wall.

She runs like the wind, like in her nightmare. If she looked back, she would have seen John step warily out of the corridor behind Terminator. John, however, catches a glimpse of the fleeing Sarah and figures out instantly what happened.

(CONTINUED)

65 CONTINUED: 65

JOHN
Mom!! Wait!

Sarah doesn't hear. She has clicked fully into her own nightmare. They take off running after Sarah.

She is pelting down the long corridor, back the way she came. As she reaches as intersection with a cross corridor a white-clad figure blurs from that corridor. The orderly hits her with a flying a tackle. She skids across the floor, shrieking and struggling. The other two orderlies leap into the fray.

SARAH
No! Help me! Goddamnit, it'll kill us all!!!

She is shouting, pleading, trying to get them to understand what is coming. They grab her thrashing arms and legs. They don't even look where the out-of-control woman is pointing... back along the corridor.

They have her pinned to the cold tiles, a ring of faces above her. Silberman leans down to her, holding a syringe with a heavy dose of trank. Sarah cranes her neck and sees the dark silhouette of Terminator coming up behind them.

It is exactly her nightmare. She screams in utter hopelessness.

Terminator, holding the shotgun in one hand, reaches down and grabs one of the orderlies with his other hand. He hurls the 200 pound guy against the far wall of the corridor. SMACK! He drops to the floor.

The other two orderlies react instantly, leaping onto the intruder.

Terminator seems to disappear for a moment under the two big guys. Then there is an explosion of white-clad figures as the orderlies are flung outward like they stepped on a land mine. One crashes through a window of safety glass and is caught before a two-story fall by the outer steel bars. The other crashes through an office door, splintering it into kindling.

Silberman has jumped in to hold Sarah. He is grabbed by the roll of skin at the back of his neck and lifted like a cat. The doctor feels his feet pedaling above the ground. He looks into the expressionless face. And it hits him. Sarah was right... this guy isn't human.

He feels the fabric of his reality crumbling. Then he feels himself flying through the air. The wall smacks him, then the floor kicks him in the face. He decides to lie there a second.

(CONTINUED)

65 CONTINUED: 65

Sarah blinks, staring up at the figure looming over her. John kneels next to her.

JOHN
Mom, are you okay?

She looks from Terminator to John. Back to Terminator. Is this a nightmare? Or has she finally gone truly mad?

Incredibly, Terminator politely reaches its hand to her, offering to help her up. The last thing she even expected to see.

TERMINATOR
Come with me if you want to live.

The orderlies are stirring.

JOHN
It's all right, Mom. He's here to help.

Sarah, in a daze, takes the huge hand in her shaking fingers. Terminator lifts her to her feet.

John sees a COP standing thirty feet away, on the other side of the wall of bars. John doesn't know what we know, but he knows something's not right with this guy. Terminator turns to follow John's gaze.

The T-1000 has his pistol in hand, at his side.

Terminator pushes John behind him. They start backing up.

The T-1000 walks forward, reaching the bars. It doesn't stop. It's body divides like jello around the bars. As it squeezes itself through like metal playdough, its surface reforms perfectly on our side. We see it deform and squeeze through like a viscous paste forced past an obstacle.

Silberman has recovered enough to be sitting up and watching this. That faint snapping sound is his mind.

There is a CLINK and we see that the guard's gun has caught against the bars... the only solid object. The T-1000 turns its wrist and tries again, slipping the gun endwise through the gap.

Sarah is agape. Not reacting. It's been a heavy day for her. Terminator grabs John by the seat of his pants and hooks him up onto his back. John grabs him around the neck. Terminator raises the shotgun and starts backing up.

TERMINATOR
Go! Run!

(CONTINUED)

65 CONTINUED: 65

Sarah doesn't need to be told twice.

T-1000 walks towards them, opening fire with the Browning Hi-Power. Terminator straight-arms the 12 gauge like a pistol and FIRES. The stunned orderlies flop face down on the floor as the corridor is filled with high velocity lead. One of them, stupidly running for the cross-corridor, gets hit by the T-1000.

Terminator is hammered by several slugs, and the T-1000 is cratered by two buckshot hits. It staggers, but comes on. In the craters we see bright mercury before they close and reseal, disappearing in a second.

Terminator makes it around the corner and breaks into a run. Ahead, Sarah is already at the elevator. Terminator and John pile in and John slaps the button for "Garage Level".

The door starts to close. T-1000 clears the corner.

Terminator slams John and Sarah back against the side walls as the T-1000 charges them, rapid-firing the Browning. The rounds hit the steel doors as they close. T-1000 keeps pumping them at the closing gap.

Inside, they see the backside of the doors denting with the hits that are punching holes in the other side.

The Browning locks open, empty. T-1000 drops it without a glance back. The doors close. K-WHAM! T-1000 hits them a split second later. The elevator hasn't moved yet. SSWWIKK!

A sword-like blade rams in between the doors, forcing them open. Terminator jams the shotgun through the widening gap. Punches the puzzle right INTO the T-1000's face -- BOOM! We get a glimpse of the T-1000's head blown apart by the blast. It is hurled back. The doors close. The car descends.

ON THE T-1000, outside the elevator. It's head, which is blown apart in two doughy masses lying on the shoulders, reforms quickly. There is no trace of the injury. It sees the closed doors and jams its hands between them, its fingertips becoming pry-bars. It pulls the doors apart with inhuman strength and LEAPS INTO THE OPEN SHAFT. It falls two floors and...

IN THE ELEVATOR

Our trio hears a loud THUMP on the roof. Terminator, reloading the shotgun, looks up. Sarah grabs the .45 from his waistband and aims it at the ceiling. BEAT...

Then CLANGG!! A swordlike shaft punches through the ceiling and spears down four feet into the elevator car. It is inches from Sarah's face.

(CONTINUED)

She opens fire, BAM-BAM-BAM -- right through the roof. Lightening fast the lance withdraws and thrusts down again, slashing Terminator's jacket and missing John by inches. Terminator chambers a round and K-BOOM! the 12-gauge opens a hole in the ceiling.

Terminator rocks out in a fury of firing/cocking/firing as the metal shafts slash down again and again. Sarah yells in pain as one of the them slices open her upper arm.

The doors open. Sarah pulls John out as soon as the gap is wide enough. They emerge into the basement. We see the Harley parked nearby.

Terminator, in a rearguard action, fires another blast through the ceiling and runs out. He throws his leg over the Harley, kicks it to life with one powerful stroke and then whips something out of the inner pocket of his jacket. He throws it to John. A road flare!?

In the elevator, the T-1000 has bashed a hole in the ceiling big enough to...

Pour itself through. A massive blob of mercury extrudes from the opening. The mass drops through the hole, down out of frame, then comes back up into frame as Officer X.

It seems to need just a second to get its mental act together after doing this kind of taffy-pull with itself. It opens its eyes and sees--

TERMINATOR, the shotgun held in its teeth, astride the roaring Harley twenty feet away. Terminator twists the
q throttle and pops the clutch. The back tire screams on the concrete. The front wheel lifts off the ground and the heavy bike launches in a thundering wheelie.

Terminator gets off just before the bike hurtles into the elevator.

The Harley slams the T-1000 square and smashes it right through the back wall of the elevator.

Terminator rolls to his feet.

John strikes the flare on the concrete. Tosses it.

Terminator catches the lit flare with one hand. Levels the shotgun with the other. With his last round he blows a big hole in the bike's gas tank. Gas splashes everywhere, covering the struggling T-1000. Terminator tosses the flare. KA-VOOOM!

The explosion knocks Terminator backward off his feet, enveloping him in the fireball. He gets up, smoking, and runs after John and Sarah toward the exit ramp.

AT THE EXIT RAMP. They are partway up when a blue-and-white hospital security car comes screeching down the other way. Without breaking stride Sarah runs right at the car. It skids to a shrieking halt. She's in the guy's face with the .45 in both hands.

SARAH
Out of the car!!

The patrol guy is thinking what he can try when BAM! she puts a round through the glass next to his head.

SARAH
RIGHT NOW!

The door opens and the guy is coming out with his hand up as Terminator arrives. The cyborg flings the rent-a-cop out of the way and slides behind the wheel. Sarah gets John into the back seat and dives into the front passenger seat as--

Terminator slams the car in reverse and punches it, lighting up the tires on the slick ramp. Terminator hands the shotgun over his shoulder to John and tells him to reload. John pulls some shells from the pocket of his army jacket and starts feeding them in.

Terminator powers backward up the ramp, scraping along one wall, barely in control. Because...

The T-1000 is running at them from out of the inferno below. This guy won't quit. Shifting from the chrome mode to the cop-form as it runs. It sprints up the ramp after the retreating car. T-1000 is gaining.

Terminator hands Sarah another magazine for the .45. She snatches it, drops the other out, and slaps in a new one. Cocks the slide.

The car backs along the service driveway toward the security gate. John hands the shotgun back to Terminator. He leans out the window and takes aim at their pursuer.

The T-1000's face is right in the headlights. Terminator fires, blowing a hole in its shoulder. Shiny liquid metal is visible in the hole, which then closes.
Sarah, half out the passenger window, opens fire.

The car crashes backward through the security barricades.

TERMINATOR
(Calmly)
Hang on.

He cuts the wheel hard. The car slews into a reverse 180, swapping ends with a screech. T-1000 is almost on them. Terminator punches it. The accelerates forward.

65 CONTINUED: 65

T-1000 leaps. Lands on the trunk.

Its hand is a metal crowbar slammed down through the trunk lid. Feet dragging on the pavement, it slams its other hand down, punching another metal hook into the trunk lid, pulling itself up.

Terminator turns to Sarah.

TERMINATOR
Drive.

Terminator heaves himself half out of the driver's window. Sarah slaps her foot down on the throttle and steers from the passenger side.

T-1000, fully on the car now, holds on with one hook-hand while it slams the other into the back window, sweeping away the glass and missing John by inches as he ducks.

It draws back for another swing, lunging forward as--

Terminator whips the shotgun down over the roof of the car. Fires point-blank. Hits the T-1000's arm just above the "hand" which anchors it to the car. The 12 gauge blows the arm apart, severing the hook-hand.

The T-1000 tumbles backwards off the accelerating car.

John looks out the back window, his eyes wide. He sees the T-1000 roll to his feet and continue running. But he's dropping way behind now. Sarah has the car floored and the liquid-metal killer won't catch them on foot.

John watches, in awe, as the "crowbar hand", stuck into the trunk right in front of him, reverts to the neutral polyalloy... a kind of thick mercury. The grey metal slides off the trunk of the car and falls onto the road to lie there in a quivering blob.

The car speeds off into the night.

REVERSE on the T-1000, walking now, coming right up into close up, watching the tail lights recede. It looks down.

ANGLE ON BLACKTOP, tight on the liquid metal blob. Next to it is the T-1000's shiny cop shoe. The mercury blob crawls and rejoins the main mass, disappearing into the "shoe".

66 INT./EXT SECURITY CAR 66

A GHOST CAR blasts out of the darkness on a long stretch of moonlit highway. Headlights off, the Hospital Security car punches a hole in the wind.

66 CONTINUED: 66

INSIDE THE SPEEDING CAR the energy is still high. The air is blasting in the shattered windows as Terminator drives the car easily by electronic nightvision. His eyes glow faintly red.

JOHN
Can you even see anything?

TERMINATOR'S POV. A monochrome image of the highway lit bright as day.

Terminator replies in a matter-of-fact tone.

TERMINATOR
Everything.

JOHN
Cool.

Sarah looks at Terminator, still not quite believing this is happening. But this is a different Sarah than the waitress of 1984.

She spends only a second or two dealing with the unbelievable. Then she turns to John in the backseat.

SARAH
You okay?

He nods. She reaches for John and we think she's going to hug him. She starts to rub her hands over him and we realize she's checking for injuries, very clinically, the way a vet checks a dog for broken bones.

He pulls away from her. He hates her always checking him, treating like he might break, like some piece of rare china.

JOHN
I said I was okay.

Sarah looks at him, exasperated and stern.

SARAH
It was stupid of you to go there.

John stares at her, surprised.

SARAH
Goddammit, John, you have to be smarter than that. you're too important! You can't risk yourself, not even for me, do you understand? I can take care of myself.
(MORE)

(CONTINUED)

SARAH (cont'd)
I was doing fine. Jesus, John. You almost got yourself killed.

We see his chin quiver. He's a tough kid, but all he really wants is for her to love him. He hasn't had enough years on the planet yet to be the man of steel she demands.

JOHN
I... had to get you out of that place... I, sorry, I...

His face crumples. He starts to cry. Sarah gives him a cold stare.

SARAH
Stop it! Right now! You can't cry, John. Other kids can afford to cry. You can't.

He's trying to be brave, he really is. Terminator turns and sees the water leaking from his eyes. It doesn't make any sense to him.

TERMINATOR
What is wrong with your eyes?

John turns away, ashamed. Sarah lets her breath out, realizing how keyed up she is. She turns to Terminator, giving him a wary once-over.

SARAH
So what's your story?

CUT TO:

67 EXT. MENTAL HOSPITAL 67

The cops have shown up, as they always do. There are black--and-whites everywhere, and ambulances arriving. Two cops and an orderly are required to subdue poor Doctor Silberman, who is raving at the top of his lungs.

SILBERMAN
...it was all true and we're all going to die and the guy changed. I saw him change!!

It's quite pathetic. A nurse shoots him up with a sedative. They lead him away.

T-1000 walks unperturbed among the milling cops. No one notices him. He slips into his cruiser and drives off into the night.

68 INT. CAR 68

Terminator drives steadily into the black night.

SARAH
This T-1000... what happens when you shoot it?

TERMINATOR
Ballistic penetration shocks it, but only for a few seconds.

Sarah thinks about that. Then:

SARAH
Can it be destroyed?

TERMINATOR
Unknown.

They ride along in silence for a few seconds.

Sarah sees something up ahead, some lonely neon in the blackness.

SARAH
Pull in here. We have to ditch the car.

69 EXT. SERVICE STATION - NIGHT 69

A rundown gas station with a buzzing neon sign and no one around. They pull into the drive and slowly cruise past the empty office. A sign in the window says CLOSED SUNDAY. They continue around the building to the garage's back door.

AT THE GARAGE DOOR. Terminator breaks the lock on the roll-up door and raises it. Sarah pulls the security car in out of sight. Terminator rolls the door down behind them.

70 INT. GAS STATION 70

Dark. Sarah switches on the single drop-light. She and Terminator look at each other. Terminator is shot-up and bleeding, and Sarah has a vicious slash in her upper arm which has soaked her sleeve with blood.

SARAH
You look like handmade shit.

TERMINATOR
So do you.

CUT TO:

(CONTINUED)

70 CONTINUED: 70

TIGHT ON FIRST-AID KIT from the office, plus some not-so-oily rags, a bottle of rubbing alcohol, a few small tools, and other makeshift odds and ends. Terminator's hand comes into shot. Sets down a bloody rag. Picks up a clean one.

WIDER. Sarah sits on an empty crate. Terminator is beside her, suturing her wound with some fine wire from the winding of an alternator. Using a pair of needlenose pliers he draws the wire through her pale skin with a delicate hand.

TERMINATOR
I have detailed files on human anatomy.

Sarah stares into his face, inches away, fighting the pain. She doesn't like him being this close to her to begin with, let alone carving on her.

SARAH
I'll bet. Makes you a more efficient killer, right?

TERMINATOR
Correct.

CUT TO:

TIGHT ON TERMINATOR'S BACK. The leather jacket is riddled with bullet holes. Sarah and John help pull it off, revealing Terminator's broad, muscled back beneath.

WIDER. John and Sarah stare in amazement. There are at least twenty bullet holes in him. Back. Arms. Legs. Fortunately, they're all 9mm. The holes are small and the damage cosmetic.

JOHN
Does it hurt?

TERMINATOR
I sense the injuries. The data could be called pain.

TIGHT ON SARAH AND TERMINATOR. Sarah starts washing the bullet holes in his broad back with alcohol.

SARAH
Will these heal up?

Terminator nods. She reaches into the bloody wounds with pliers and finds copper-jacketed bullets, flattened against his armored endoskeleton. Pulls them out. They CLINK one by one into a glass.

(CONTINUED)

70 CONTINUED: 70

SARAH
That's good. Because if you can't pass for human, you won't be much good to us.

She concentrates on removing the slugs. CLINK. CLINK.

JOHN
How long do you live--I mean, last?

TERMINATOR
A hundred and twenty years on my existing power cell.

Sarah nods, pulling out another slug. CLINK. The glass is nearly full of flattened bullets. She begins to sew the holes closed with a few wire sutures. John watches in quiet amazement, the two warriors calmly fixing each other.

JOHN
Can you learn? So you can be... you know. More human. Not such a dork all the time.

Terminator turns towards him.

TERMINATOR
My CPU is a neutral-net processor... a learning computer. But Skynet presets the switch to "read only" when we are sent out alone.

SARAH
(cynical)
Doesn't want you thinking too much, huh.

TERMINATOR
No.

JOHN
Can we reset the switch?

CUT TO:

E.C.U. OF AN X-ACTO KNIFE cutting into Terminator's scalp at the base of his skull. His voice calmly directs Sarah as she spreads the bloody incision and locates the maintenance port for the CPU in the chrome skull beneath.

TERMINATOR
Now open the port cover.

She wipes away the blood and uses the garage-mechanic's air tools to unscrew the port cover.

TERMINATOR POV (DIGITIZED) as he watches her work in a mirror they've taken from the washroom. Sarah and John are standing behind him. Her hands are covered with blood, like a surgeon's.

TERMINATOR
Hold the CPU by its bast tab.
Pull.

Following his instructions, she reaches in with a pair of tweezers and PULLS-- There is a BURST OF STATIC and the screen goes black.

CUT TO:

TIGHT ON JOHN AND SARAH looking at what she had removed. A reddish brown ceramic rectangle with a connector on one end. About the size and shape of a domino. On close inspection it appears to be made up of small cubes connected together. It is identical to the shattered one in the vault at Cyberdyne Systems. Now we know what it is that Miles Dyson values to highly. The brain of a terminator.

WIDER. John walks around the Terminator and looks at his face. Eyes open, he is completely inert. Dead.

John lifts his huge hand. The dead servos whine sullenly as he forces them. It's like rigor mortis. He releases the hand and it stays in the lifted position. Sarah examines the CPU chip.

JOHN
Can you see the pin switch?

She ignores him. She looks at Terminator.

Then back at the chip.

Then she sets it on the work table and picks up a small sledge hammer. John realizes what she is about to do. Dives at her as the sledge is whistling down.

JOHN
No!!!!

He slaps his hand down over the chip. Sarah barely stops the sledge before smashing his fingers.

SARAH
Out of the way, John.

JOHN
No! Don't kill him!

SARAH
It, John. Not him. It.

JOHN
Alright, it. We need it!

John keeps his hand where it is.

SARAH
We're better off by ourselves.

JOHN
But it's the only proof we have of the future... about the war and all that.

SARAH
I don't trust it! These things are hard to kill, John, believe me, I know. We may never have this opportunity again.

JOHN
Look, Mom, if I'm supposed to ever be this great leader, you should start listening to my leadership ideas once in a while. 'Cause if you won't, nobody else will.

Smart kid. He's got her. She nods, reluctantly. He palms the chip and studies in minutely.

John takes a pin and moves the almost invisible switch to the other position. It is now in "write" mode. Then he grimaces as he inserts the wafer back into the slot in Terminator's skull.

TERMINATOR VISION flares back to life in a burst of static. The image forms. Sarah and John stand behind him in the mirror.

TERMINATOR
Was there a problem?

John glances sheepishly at Sarah. Then smiles at Terminator.

JOHN
No problem. None whatsoever.

CUT TO:

JOHN SLEEPING, lying on a pile of rags next to a stack of tires. The lights are off.

70 CONTINUED: 70

Sarah sits nearby, cross-legged, her back against the wall. The .45 is cradled in her lap. She looks weary, but she won't allow herself to sleep with Terminator present.

By the office windows, in a slash of moonlight, is Terminator. He stands, silent and still, watching the night. Only his eyes move, tracking with the occasional car passing on the road.

His figure is silhouetted and still.

DISSOLVE TO:

SAME IMAGE. Now DAYLIGHT streams in the dusty windows. Terminator has not moved. Faithful machine sentinel. He turns at a sound. John stirs, waking up. He squints at the sunlight. Sarah is still awake. She gets up, wincing at the pain in her arm.

CUT TO:

71 EXT. GAS STATION - DAY (LATER) 71

John and Terminator walk to an old Chevy pickup parked behind the garage. The day is clear but windy. Dust devils chase themselves behind the place. The pickup is locked but Terminator breaks the side-window with his fist and opens the door. He and John climb in.

IN THE PICK UP. Terminator has this trick (which you could do too if you had servo-driven steel fingers) where he smashes the cowl around a steering column with one blow from the palm of his hand. When it shatters he strips it away with a single move, and then turns the stub of the lock-mechanism with his fingertips. This starts the vehicle. It takes about three seconds.

In fact, he does it so quickly, the truck is running by the time John flips down the sun visor. A set of keys drops out and John catches them. Dangles them in front of Terminator's eyes.

JOHN
Are we learning yet?

Sarah comes out. She's found a mechanic's coverall inside, used but fairly clean. It doesn't fit too well but its better than the stuff from the hospital. She's still barefoot. The sun, which she hasn't seen in months, hurts her eyes.

Terminator and John pull up in the pickup. She gets in.

(CONTINUED)

TERMINATOR
We need to get as far from the city as possible.

SARAH
Just head south.

CUT TO:

72 INT./EXT. PICKUP TRUCK/HIGHWAY - DAY 72

THE OPEN ROAD. The pickup roars through light traffic down a long stretch of highway. They sit there abreast on the bench seat, John inbetween, like some improbable family on a car trip.

Sarah leans over to get a look at the speedometer.

SARAH
Keep it under sixty-five. We can't afford to get pulled over.

Terminator backs off the throttle slightly.

TERMINATOR
Affirmative.

JOHN
No, no, no. You gotta listen to the way people talk. See, you don't say "Affirmative" or some shit like that. You say... no problemo.

Terminator nods, filing away the information. Sarah is ignoring the lesson, lost in thought.

JOHN
If someone comes off to you with attitude, you say "eat me"... if you wanna shine them on it's "Hasta la vista, baby".

TERMINATOR
Hasta la vista, baby?

JOHN
Yeah, or "later, dickwad." Or if someone gets upset you say "chill out." Like that. Or you can do combinations.

TERMINATOR
Chill out, dickwad.

72 CONTINUED: 72

JOHN
That's great! See, you're getting it.

TERMINATOR
No problemo.

CUT TO:

73 EXT. ROADSIDE STAND/GAS STATION - DAY 73

There's a gas pump and a sleazy fast-food stand. Picnic tables are set up at the side of the food stand. A family sits at one, children playing and running about.

The pickup truck pulls into the lot. Stops at the gas pump. Sarah turns to John.

SARAH
You got any cash?

John pulls what's left of his Ready Teller money from his pocket.

JOHN
Only a couple of hundred. I'll give you half.

Sarah grabs all of it. Peels off a twenty. Hands it to John.

SARAH
Get some food.

She opens the truck door and steps out. John turns to Terminator.

JOHN
No sense of humor.

THE ORDERING WINDOW as John and Terminator approach.

JOHN
And that's another thing. You could lighten up a bit, yourself. This severe routine is getting old. Smile once in a while.

TERMINATOR
Smile?

(CONTINUED)

73 CONTINUED: 73

JOHN
Yeah. Smile. You know. People smile, right? Watch.

Goes to the order window.

JOHN
(smiling broadly)
Hi. Nice place you got here. How's business?

WINDOW WOMAN
(stone-faced)
Gimme a break.

JOHN
(to Terminator)
Okay. Bad example. Over there, look.

John points at THREE TEENAGE GUYS standing at a drinking fountain nearby. One of them has said something funny and the others are laughing, grinning.

JOHN
Like that.

TERMINATOR POV (DIGITIZED) The real-time image continues while a replay of one of the guys grinning runs in a window. It expands, so that the guy's mouth fills the window. Replay again in slow motion. A vector-graphic of lip smiling appears, along with an array of symbolic data.

Terminator tries it. The result is dismal. A rictus-like curling up of the lip. Terminator's next effort is marginal improvement.

JOHN
I don't know, maybe you could practice in front of a mirror or something.

CUT TO:

74 EXT. REST STOP/PICKUP TRUCK - DAY (LATER) 74

Sarah and John are eating cheeseburgers and fries, sitting in the truck and on the curb, respectively. They are parked away from the other families, at the end of the gravel parking area. Terminator is pouring coolant into the radiator. Sarah is deep in though, turning and turning the whole thing in her brain. John, unable to deal with her silence, goes around to where Terminator is working.

(CONTINUED)

74 CONTINUED: 74

John sees two kids playing with machine-gun water pistols nearby, viciously squirting each other.

FIRST KID
You're dead!

SECOND KID
Am not!

FIRST KID
Are so!

John and Terminator watch them rolling on the ground in a fight to the death. Sarah rounds the front of the truck, and sees the kids. John sighs, solemn. He looks up at the cyborg.

JOHN
We're not gonna make it, are we? People, I mean.

TERMINATOR
It is in your nature to destroy yourselves.

John nods, depressed.

JOHN
Yeah. Drag, huh.

SARAH
I need to know how Skynet gets built. Who's responsible?

TERMINATOR
The man most directly responsible is Miles Bennet Dyson, director of Special Projects at Cyberdyne Systems Corporation.

SARAH
Why him?

TERMINATOR
In a few months he creates a revolutionary type of microprocessor.

SARAH
Then what?

Terminator closes the hood and gets into the truck as he speaks.

74 CONTINUED: 74

TERMINATOR
In three years Cyberdyne will become the largest supplier of military computer systems. All stealth bombers are upgraded with Cyberdyne computers, becoming fully unmanned. Afterward, they fly with a perfect operational record.

SARAH
(getting in behind John)
Uh huh, great. Then these fat fucks in Washington figure, what the hell, let a computer run the whole show, right?

TERMINATOR
Basically.
(starting the engine, backing out)
The Skynet funding bill is passed. The system goes on-line August 4th, 1997. Human decisions are removed from strategic defense. Skynet begins to learn, at a geometric rate. It becomes self-aware at 2:14 a.m. eastern time, August 29. In a panic, they try to pull the plug.

SARAH
And Skynet fights back.

They accelerate back onto the highway.

TERMINATOR
Yes. It launches its ICBMS against their targets in Russia.

SARAH
Why attack Russia?

TERMINATOR
Because Skynet knows the Russian counterstrike will remove its enemies here.

SARAH
Jesus.
(beat, then)
How much do you know about Dyson?

(CONTINUED)

74 CONTINUED: 74

TERMINATOR
I have detailed files.

SARAH
I want to know everything. What he looks like. Where he lives. Everything.

75 INT. DYSON HOUSE - DAY 75

Miles Dyson sits at the huge desk in his study. He is deep in thought, tapping away at the keyboard of his home computer terminal. Next to his desk are racks of sophisticated gear. On a Sunday morning, when most men are relaxing, spending time with their families, Dyson is hard at work.

IN A PROFILE CLOSEUP we see him in deep concentration, his mind prowling the labyrinth of his new microprocessor.

A WOMAN'S FACE ENTERS FRAME soundlessly behind him. He doesn't hear her. His wife, TARISSA, extends her tongue and traces it down the back of his neck. He smiles and turns to kiss her good morning. She's still in her bathrobe, holding coffee. He's been up for hours. He turns and goes back to work, forgetting instantly that she is standing there.

She watches him work, the arcane symbols moving across the screen. We see her frustration, her inability to truly enter the magic box of his world.

TARISSA
You going to work all day?

DYSON
I'm sorry, baby. This thing is just kicking my ass. I thought we has it with this one...

He points to a metal box on his desk, about two feet long. An assembly of small cubes. It looks like a dinosaur version of Terminator's CPU.

DYSON
... but the output went to shit after three seconds. I'm thinking now it's in the way I'm matrixing the command hierarchies...

TARISSA
You need a break. You'll see it clearer when you come back.

(CONTINUED)

75 CONTINUED: 75

DYSON
I can't.

TARISSA
Miles, it's Sunday. You promised to take the kids to Raging Waters.

He takes her hands. We see a childlike excitement in his face. He wants so badly to share the almost orgasmic thrill of discovery, the satisfaction of creation.

DYSON
Baby, this thing is going blow 'em all away. It's a neural-net process--

TARISSA
I know. You told me. It's a neural-net processor. It thinks and learns the way we do. It's superconductive at room temperature. Other computers are pocket calculators by comparison.
(she pulls away from him)
But why is that so goddamn important, Miles? I really need to know, 'cause I feel like I'm going crazy here, sometimes.

DYSON
I'm sorry, honey, it's just that I'm thiiiis close.

He holds up his thumb and index finger... a fraction of an inch apart. She picks up the prototype. It doesn't look like much.

DYSON
Imagine a jetliner with a pilot that never makes a mistake, never gets tired, never shows up to work with a hangover.
(he taps the prototype)
Meet the pilot.

TARISSA
Why did you marry me, Miles? Why did we have these two children? You don't need us. Your heart and your mind are in here.
(she stares at the metal box in her hands)
But it doesn't love you like we do.

(CONTINUED)

75 CONTINUED 75

He takes the anodized box from her hands and sets it down. Then he puts his hands on her shoulders and kisses her gently. She acquiesces to his kiss.

DYSON
I'm sorry.

Tarissa glances over his shoulder. She nods her head toward the doorway to the study. Dyson turns and sees their two kids standing there. Danny (6) and Blythe (4) look rumpled and adorable in their PJs. Dyson wilts at their hopeful expressions.

TARISSA
How about spending some time with your other babies?

Dyson grins. The forces of darkness have lost this round. He holds out his hands and his kids run to him, cheering.

CUT TO:

76 EXT. DESERT/COMPOUND - DAY 76

The desert northwest of Calexico. Burning under the sun like a hallucination. Heat shimmers the image, mirage-like. Terminator turns the pickup off the paved road and barrels along a roadbed of sand and gravel, trailing a huge plume of dust.

A sign at the turnoff says: CHARON MESA 2 MI
CALEXICO 15 MI

AHEAD is a pathetic oasis of humanity in the vast wasteland, a couple of aging house-trailers, surrounded by assorted junk vehicles and desert-style trash. There is a dirt airstrip behind the trailers, and stripped Huey helicopter sitting on blocks nearby.

The truck rolls to a stop in a cloud of dust. The place looks deserted. The door to the nearest trailer bangs in the wind.

SARAH
(to Terminator and John)
Stay in the truck.

ANGLE FROM INSIDE ANOTHER TRAILER, NEARBY

A DARK FIGURE in the F.G. as an AK-47 trained on the pickup as Sarah gets out.

ON SARAH peering through the backlit dust.

The sound of wind. She approaches the trailer.

(CONTINUED)

76 CONTINUED 76

She hears KACHACK! behind her and spins, whipping out her .45 in one motion.

ENRIQUE SALCEDA stands behind a rusting jeep, a 12-gauge pump trained on her. He is mid-forties, a tough Guatemalan with a weathered face and heavy moustache. He wears cowboy boots and a flak vest, no shirt.

SALCEDA
You pretty jumpy, Connor.

His fierce face breaks into a broad grin. The shotgun drops to his side as he walks towards her. When he reaches her he hugs her, then steps back.

SALCEDA
(in Spanish)
Good to see you, Connor. I knew you'd make it back here sooner or later.

He grins at John as he steps from the truck, and then clocks Terminator getting out.

SALCEDA
Hey, Big John! Que pasa? Who's your very large friend?

JOHN
(perfect Spanish)
He's cool, Enrique. He's... uh... this is my Uncle Bob.
(to Terminator, in English)
Uncle Bob, this is Enrique.

Terminator smiles. Sort of. Salceda squints at him.

SALCEDA
Hmmm. Uncle Bob, huh? Okay.
(yelling)
Yolanda. Get out here, we got company! And bring some fucking tequila!

A thin Guatemalan KID, FRANCO, eighteen or so, comes out of the trailer with the AK-47, followed by Salceda's wife, YOLANDA. She had THREE younger children with her, from a five-year old GIRL, JUANITA, to a year-and-a-half old BOY. She waves at John. They exchange greetings in Spanish. they seem like nice people.

Terminator looks down at John, next to him. He says quietly...

(CONTINUED)

76 CONTINUED: 76

TERMINATOR
Uncle Bob?

SALCEDA
(to Sarah)
So, Sarahlita, you getting famous, you know that? All over the goddamn TV.

Salceda rips the cap off the tequila bottle. The two year old toddles to Terminator and grabs his pants, sliming them with drool. Terminator looks down at the tiny kid, fascinated. What is it?

He pick up the child with one huge hand. Looks at it. Turns it different ways, studying it. Then sets it down.

The kid waddles off, a little dizzy.

SALCEDA
Honey, take Pacolito. Thanks, baby.

She hands him the tequila and takes the child. Salceda takes a long pull from the Cuervo bottle.

SALCEDA
(to Terminator)
Drink?

Terminator gestures "no" at the proffered bottle, but Sarah grabs it and takes a long plug. She lowers it without expression. Her eyes don't even water.

SARAH
I just came for my stuff. And I need clothes, food, and one of your trucks.

SALCEDA
(grinning)
Hey, how about the fillings out of my fucking teeth while you're at it?

SARAH
Now, Enrique.
(turns to Terminator and John)
You two are on weapons detail.

CUT TO:

(CONTINUED)

77 EXT. COMPOUND/BEHIND THE TRAILERS 77

There is an aging and rusted Caterpillar sitting behind one of the trailers. John expertly backs it towards Terminator, who is holding one end of a piece of heavy chain which disappears into the sand.

JOHN
Hook it on.

Terminator hooks the chain onto the towhook on the back of the tractor. John hits the throttle and the Cat churns its treads, pulling some massive load. A six-by-eight foot sheet of steel plate moves slowly under six inches of sand.

John drags it far enough to reveal... a rectangular hole in the ground. Like the mouth of a tomb. The kid drops down from the tractor and walks to the hole.

JOHN
One thing about my mom... she always plans ahead.

78 INT. WEAPONS CACHE 78

From inside the "tomb". Sunlight slashed down into a cinder-block room less than six feet wide but over twenty long. Sand spills down the steps. The walls are lined with guns.

John precedes Terminator into Sarah's weapons cache. Rifles, pistols, rocket launchers, mortars, RPGs, radio gear. At the far end boxes containing ammo, grenades, etc. are stacked to the ceiling. Terminator gets real alert. Scanning, wondering where to begin.

He picks up a MAC 10 machine pistol. Racks the bolt.

TERMINATOR
Excellent.

JOHN
Yeah, I thought you'd like this place.

79. EXT. COMPOUND/NEARBY 79

Sarah emerges from a trailer. She has changed. Boots, black fatigue pants, T-shirt. Shades. She looks hard.

Salceda is nearby, packing food and other survival equipment with Yolanda. He looks up as Sarah approaches, and slaps the side of a BIG FOUR-BY BRONCO next to him.

(CONTINUED)

79 CONTINUED: 79

SALCEDA
This is the best truck, but the water pump is blown. You got the time to change it out?

SARAH
Yeah. I'm gonna wait till dark to cross the border.
(she pulls him away from Yolanda)
Enrique, it's dangerous for you here. You get out tonight, too, okay?

SALCEDA
Yeah, Sarahlita. Sure.
(he grins)
Just drop by any time and totally fuck up my life.

She claps him on the shoulder.

CUT TO:

80 INT. WEAPONS CACHE 80

Terminator returns from carrying out several cases of ammo. John is selecting rifles from a long rack.

JOHN
See, I grew up in places like this, so I just thought it was how people lived... riding around in helicopters. Learning how to blow shit up.

John grabs an AK-47 and racks the bolt with practiced action. Inspects the receiver for wear. Doesn't like what he sees. Puts it back. His movements are efficient. Professional. Uninterested.

JOHN
Then, when Mom got busted I got put in a regular school. The other kids were like, into Nintendo.

Terminator has found a Vietnam-era "blooper" M-79 grenade launcher. A very crude, but effective weapon. He opens the breech and inspects the bore.

JOHN
Are you ever afraid?

(CONTINUED)

80 CONTINUED: 80

Terminator pauses a second. The thought never occurred to him. He searches his mind for an answer...

TERMINATOR
No.

Terminator slings the M-79 and starts looking for grenades.

JOHN
Not even of dying?

TERMINATOR
No.

JOHN
You don't feel any emotion about it one way or the other?

TERMINATOR
No. I have to stay functional until my mission is complete. Then it doesn't matter.

John is idly spinning a Sig Suar 9mm pistol on his finger... backwards and forwards like Bat Masterson.

JOHN
Yeah. I have to stay functional too.
(sing-songy)
"I'm too important".

Terminator pulls back a canvas tarp, revealing a squat, heavy weapon with six barrels clustered in a blunt cylinder. Chain-ammo is fed from a cannister sitting next to it. A G.E. MINI-GUN. The most fearsome anti-personnel weapon of the Vietnam era.

Terminator hefts it. Looks at John as if to say "Can I? Please?"

JOHN
It's definitely you.

CUT TO:

81 EXT. COMPOUND - DAY/LATER 81

Sarah and John have their weapons and supply selections laid out on two battered picnic tables for cleaning and packing. Maps, radios, documents, explosives, detonators... just the basics.

(CONTINUED)

81 CONTINUED: 81

Sarah is field-stripping and cleaning guns, very methodically. There is no wasted motion.

Not far away, John and Terminator are working on the Bronco. They're greasy up to their elbows, lying on their backs under the engine compartment, ratcheting bolts into place on the new water pump.

JOHN
There was this one guy that was kinda cool. He taught me engines. Hold this a second. Mom screwed it up, of course. Sooner or later, she'd always tell them about Judgement Day and me being this world later and that'd be all she wrote.

John thinks he's being casual, but his longing for some kind of parental connection is obvious.

TERMINATOR
Torque wrench please.

JOHN
Here. I wish I coulda met my real dad.

TERMINATOR
You will.

JOHN
Yeah. I guess so. My mom says when I'm like, 45, I think, I send him back through time to 1984. But right now he hasn't even been born yet. Man, it messes with your head. Where's that other bolt?
(Terminator hands it to him)
Thanks. Mom and him were only together for one night, but she still loves him, I guess. I see her crying sometimes. She denies it totally, of course. Like she says she got something in her eye.

They crawl out from under the truck into the bright sunlight.

TERMINATOR
Why do you cry?

81 CONTINUED: 81

JOHN
You mean people? I don't know. We just cry. You know. When it hurts.

TERMINATOR
Pain causes it?

JOHN
Uh-unh, no, it's different... It's when there's nothing wrong with you but you hurt anyway. You get it?

TERMINATOR
No.

Terminator gets into the Bronco and turns the ignition key and the engine catches with a roar.

JOHN
Alriiight! My man!

TERMINATOR
No problemo.

John grins and does a victorious thumbs up.

Terminator imitates the gesture awkwardly.

John laughs and makes him get out of the truck, to try the move again.

SARAH, across the compound, pauses in her work to watch John and Terminator.

SARAH'S POV... we don't hear what John and Terminator are saying. It is a soundless pantomime as John is trying to show some other gestures to the cyborg. Trying to get him to walk more casually. John walks, then Terminator tries it, then John gestures wildly, talking very fast... explaining the fundamental principles of cool. They try it again. Continued ad lib as we hear:

SARAH (V.O.)
Watching John with the machine, it was suddenly so clear. The Terminator would never stop, it would never leave him... it would always be there. And it would never hurt him, or say it couldn't spend time with him because it was too busy. And it would die to protect him. Of all the would-be fathers who came and went over the
(MORE)

(CONTINUED)

81 CONTINUED: 81

SARAH (V.O.) (cont'd)
years, this thing, this machine, was the only one who measured up. In an insane world, it was the sanest choice.

Sarah clenches her jaw and goes grimly back to work... a strong woman made hard and cold by years of hard choices.

CUT TO:

82 EXT. ROAD - DAY 82

A police cruise is parked off the side of a quiet, empty road on the outskirts of Los Angeles. A ribbon of traffic moves steadily by on a freeway in the distance. Nothing stirs around the cruise except some pump-jacks sucking the earth on the hill behind it.

IN THE CRUISER. The T-1000 sits inside. John's notes and letters spread out on the seat beside him. Sarah's voice speaks from a cassette deck. John's tapes. Her voice mixes with the static filled chatter of the radio that T-1000 monitors for any sign of its target.

SARAH
... if we are ever separated, and can't make contact, go to Enrique's airstrip. I'll rendezvous with you there.

T-1000 whips around and rewinds the tape, replaying the last section. It then snaps up the envelope of photos we saw earlier.

ECU on envelope. We see the postmark: "Charon Mesa, Calif."

TIGHT ON T-1000 staring at the postmark on the envelope. He glances up at the sound of crunching gravel. In the rearview he sees a BIKE COP pulling onto the shoulder behind him. The big KAWASAKI 1100 idles up next to the T-1000. still seated in the cruiser.

BIKE COP
Howdy. I saw you pulled over here earlier. Everything okay?

T-1000
Everything's fine. Thanks for checking.

(MORE)

(CONTINUED)

82 CONTINUED: 82

T-1000 (cont'd)
(he gets slowly out of the car)
Since you're here, though, can I talk to you a second...

CUT TO:

83 EXT. HIGHWAY - DAY/MINUTES LATER 83

The T-1000 thunders along on the Kawasaki 1100, doing about a hundred and twenty. PAN WITH IT until it recedes toward the horizon.

CUT TO:

84 EXT. COMPOUND - DAY (LATE AFTERNOON) 84

Sarah sits at the picnic table. The weapons are cleaned and her work is done. She hasn't slept in twenty-four hours and she seems to have the weight of the whole world on her shoulders.

She draws her knife from its belt sheath.

Idly starts to carve something on the table top... the letter "N".

NOT FAR AWAY, John and Terminator are packing the Bronco for the trip.

ON SARAH, AT THE TABLE as she looks up from her carving, thinking. She watches Salceda's kids playing nearby... wrestling with a mutty dog and loving it. Sarah watches Yolanda walking her toddler by the hands. Backlit, stylized. She looks over at John. Loading guns and supplies.

ANGLE ON kids playing.

SARAH'S HEAD droops. She closes her eyes.

TIGHT ON small children playing. Different ones.

Wider now, to reveal a playground in a park. Very idyllic. A dream playground, crowded with laughing kids playing on swings, slides, and a jungle gym. It could be the playground we saw melted and frozen in the post-nuclear desolation of 2029. But here the grass is vibrant green and the sun is shining.

SARAH, short-haired, looking drab and paramilitary, stands outside the playground. An outsider. Her fingers are

(CONTINUED)

84 CONTINUED: 84

hooked in a chain link fence and she is staring through the fence at the young mothers playing with their kids. A grim-faced harbinger.

Some girls play skip-rope. Their sing-song chant weaves through the random burbling laughter of the kids. One of the young mothers walks her two year old son by the hands. She is wearing a pink waitress uniform. She turns to us, laughing.

It is Sarah. Beautiful. Radiant. Sarah from another life, uncontaminated by the dark future. She glances at the strange woman beyond the fence.

Grim-faced Sarah presses against the fence. She starts shouting at them in SLOW MOTION. No sound comes from her mouth. She grabs the fence in frustration, shaking it. Screaming soundlessly.

Waitress Sarah's smile falls. Then returns as her little boy throws some sand at her. She laughs, turning away, as if the woman at the fence were a shadow, a trick of the light.

THE SKY EXPLODES. The children ignite like match heads. Sarah is burning, screaming silently, everything silent and overexposed.

THE BLAST WAVE HITS... devouring the cowering mothers and children. Sarah's scream merges with the howl of the wind as the shockwave rips into her, blasting her apart and she...

Wakes up. All is quiet and normal. The children are still playing nearby. Less than fifteen minutes have gone by.

Bathed in sweat, Sarah sits hunched over the table. Every muscle is shaking. She is gasping. Sarah struggles to breath, running her hand through her hair, which is soaked with sweat. She can escape from the hospital, but she can't escape from the madness which haunts her.

She looks down at the words she has carved on the table, amid the scrawled hearts and bird droppings. They are: "NO FATE."

Something changes in her eyes. She slams her knife down in the table top, embedding it deeply in the words. Then gets up suddenly and we--

CUT TO:

LONG LENS on Sarah walking toward us, striding across the compound with grim purpose. She carries a small nylon pack and a CAR 15 assault rifle. Her face an impassive mask. She has become a terminator.

(CONTINUED)

84 CONTINUED: 84

JOHN LOOKS UP from his work in time to see Sarah throw the rifle behind the seat of their stolen pickup, jump in and start it. She slams it in gear. Salceda walks up to John.

SALCEDA
She said you go south with him...
(he points at Terminator)
... tonight, like you planned. She will meet you tomorrow in...

But John is moving, running after her.

JOHN
Mommm!! Wait!!

MOVING WITH SARAH as she leaves the compound. We see John running after her... yelling. Can't hear his words. She looks in the rear-view mirror but doesn't slow down.

CUT TO:

85 EXT. COMPOUND - DUSK/MINUTES LATER 85

John and Terminator ponder the message carved into the top of the picnic table. Sarah's knife is still embedded there.

JOHN
"No fate." No fate but what we make. My father told her this... I mean I made him memorize it, up in the future, as a message to her-- Never mind. Okay, the whole thing goes "The future is not set. There is no fate but what we make for ourselves."

TERMINATOR
She intends to change the future somehow.

JOHN
I guess, yeah--
(snaps his fingers as it hits him)
Oh shit!!

TERMINATOR
Dyson.

JOHN
Yeah, gotta be. Miles Dyson! She's gonna blow him away!

(CONTINUED)

85 CONTINUED: 85

John motions to Terminator and breaks into a run.

JOHN
Come on. Let's go. LET'S GO!!

CUT TO:

86 INT./EXT. SARAH'S JEEP - DUSK 86

Sarah speeds through the darkened desert. Expressionless. In her dark glasses, she looks as pitiless as an insect.

DISSOLVE TO:

87 EXT. HIGHWAY - NIGHT 87

TRACKING WITH THE BRONCO, Terminator and John heading toward L.A.

TERMINATOR
This is tactically dangerous.

JOHN
Drive faster.

TERMINATOR
The T-1000 has the same files that I do. It could anticipate this move and reacquire you at Dyson's house.

JOHN
I don't care. We've gotta stop her.

TERMINATOR
Killing Dyson might actually prevent the war.

JOHN
I don't care! There's got to be another way. Haven't you learned anything?! Haven't you figured out why you can't kill people?

Terminator is still stumped.

JOHN
Look, maybe you don't care if you live or die. But everybody's not
(MORE)

(CONTINUED)

87 CONTINUED: 87

JOHN (cont'd)
like that! Okay?! We have feelings. We hurt. We're afraid. You gotta learn this stuff, man, I'm not kidding. It's important.

PANNING as they pass, revealing the lights of the city ahead.

CUT TO:

88 EXT. DYSON'S HOUSE - NIGHT 88

The house is high-tech and luxurious. Lots of glass. Dyson's study is lit bluish with the glow from his computer monitors. He is at the terminal, working. Where else? We see him clearly in a long shot from an embankment behind the house.

A DARK FIGURE moves into the foreground. Rack focus to Sarah as she turns into profile. She raises the CAR 15 rifle and begins screwing the heavy cylinder of a sound-suppressor onto the end of the barrel.

CUT TO:

89 INT. DYSON HOUSE 89

Dyson's kids, Danny and Blythe, are playing in the halls with a radio-controlled off-road truck. Danny drives and Blythe scampers after it, trying to catch it. They stop in the hall outside Dyson's study and see him working at his terminal. Danny puts a finger to his lips, shushing Blythe. His expression is mischievous.

EXT. DYSON'S HOUSE

With the silencer in place, Sarah eases back the bolt and then slips it forward, chambering a .223 round. Then she lies down on the embankment. Her cheek pressed against the cool rifle-stock, she slides one hand slowly forward to brace the weapon, taking the weight on her elbow. Her other hand slips knowingly to the trigger.

Her expression is cold, impassive. She looks through the scope at the man in the house. She feels nothing as she raises the rifle.

(CONTINUED)

90 INT. DYSON'S HOUSE 90

DYSON, deep in thought. The rhythmic sounds of keys as he works. Symbols on the screen shift.

ON HIS BACK we see a glowing red dot appear. It is the target dot of Sarah's laser designator. It moves silently up his back toward his head.

91 EXT. DYSON HOUSE/EMBANKMENT 91

IN EXTREME CLOSEUP we see Sarah's eye at the night-scope. TIGHT INSERT on her finger as it tightens on the trigger, taking out the slack. She takes a deep breath and holds it. Adjusts her position minutely.

92 INT. DYSON HOUSE 92

The laser dot jiggles on the back of Dyson's neck and then rises, centering on the back of his skull.

LOW ANGLE as Danny's Bigfoot truck roars toward us-- FILLING FRAME. Thump. It hits Dyson's foot. He jerks, startled, and looks down as--

POP!!

His monitor screen is BLOWN OUT, spraying him with glass. He jerks back, utterly shocked... and spins to see the huge hole blown through the window behind him. This saves him as K-THUMP!-- the second shot blows the top of his high-backed chair into an explosion of stuffing an inch from his head, Instinctively he dives to the carpet as--

BLAM BLAM BLAM -- rounds blast through the window, tearing into his desk and computer, blowing his keyboard into shrapnel.

With the monitor screen blown out, the room is in darkness. Sarah can't see Dyson now, down behind the desk. She puts round after round into the heavy desk, blasting one side of it into kindling.

Dyson, scared out of his mind, has his face jammed against the carpet, terrified to move. He sees his kids in the hall.

DYSON
Run, kids! Go! Run!

IN THE HALL, TARISSA rounds the corner at a dead run. She sees the kids running towards her and grabs them in her arms. Down the hall, in the dark study, she sees Dyson on the floor amid the splinters and shrapnel of the continuing fusillade.

92 CONTINUED: 92

TARISSA
Miles! Oh my God!!

DYSON
Stay back!!

ON THE FLOOR, Dyson flinches as chunks of wood and shattered computer components shower down on him. He looks desperately toward the door, but knows he'd be totally exposed. He'd never make it.

SARAH'S rifle empties with a final CLACK!

She throws it down and draws her .45 smoothly from a shoulder holster. She starts toward the house, snapping back the slide on the pistol, chambering a round. She is in a fast, purposeful walk, keeping her eyes fixed on the target. She is utterly determined to kill this man.

FROM UNDER THE DESK Dyson can see a sliver of the backyard. He sees Sarah's feet as she strides toward him. He tenses to make a break for the door.

Sarah raises the pistol, eyes riveted ahead, controlling her breathing. Dyson springs up in a full-tilt sprint. She tracks him. He hooks a foot on the cord of a toppled disk-drive.

BOOM! Her shot blows apart a lamp where his head was. He hits the floor hard, but keeps moving, scrambling forward.

Crunch of glass behind him as Sarah's dark form is framed in the blown-out floor-to-ceiling window. Dyson leaps toward the hall.

BOOM! Her second shot spills him. He hits the floor in the hallway. Tarissa is screaming.

Dyson struggles forward, stunned. There is a .45 caliber hole clean through his left shoulder. He smears the wall with blood as he staggers up. Looking back, he sees the implacable figure behind him, coming on.

He topples through a doorway as ---

BOOM! BOOM! Shots blow away the molding where he just was.

93 EXT. DYSON HOUSE/STREET 93

Terminator and John leap from their jeep, sprinting toward the house. The shots sound muffled from the outside.

JOHN
Shit, we're too late!

(CONTINUED)

94 INT. HOUSE 94

Advancing with Sarah we enter the living room. Tarissa has Blythe and she's screaming at Danny, who has run back to his collapsed father.

TARISSA
Danny! DANNY!

DANNY
Daaaadddeee!

Danny is pulling at Dyson, crying and screaming, as his father tries to stagger forward. Tarissa drops Blythe and runs back for Dyson, grabbing him. Sarah looms behind them with the pistol aimed.

SARAH
Don't fucking move! Don't FUCKING MOVE!!
(she swings the gun on Tarissa)
Get on the floor, bitch! Now!!
Fucking down! NOW!!

Sarah is crazy-eyed now, shaking with the intensity of the moment. The kill has gone bad, with screaming kids and the wife involved... things she never figured on. Tarissa drops to her knees, terrified as she looks into the muzzle of the gun. Blythe runs to Dyson and hugs him, wailing.

BLYTHE
Don't you hurt my father!

SARAH
(screaming)
Shut up, kid! Get out of the way!!

Dyson looks up, through his pain and incomprehension. Why is this nightmare happening? The black gun muzzle is a foot from his face.

DYSON
(gasping)
Please... let... the kids... go...

SARAH
Shut up! SHUT UP!! Motherfucker! It's all your fault! IT'S ALL YOUR FAULT!!

We see her psyching herself to pull the trigger... needing now to hate this man she doesn't know.

It's a lot harder face-to-face. She is bathed in sweat, and it runs into her eyes. Blinking, she wipes it fast with one hand, then gets it back on the gun. The .45 is trembling.

(CONTINUED)

94 CONTINUED: 94

TIGHT ON SARAH as we see the forces at war behind her eyes. She looks into the faces of Dyson, Tarissa, Blythe, Danny. Sarah takes a sharp breath and all the muscles in her arms contract as she tenses to fire.
But her finger won't do it.
She lowers the gun very slowly. It drops to her side in one hand.

All the breath and energy seems to go out of her. She weakly raises her other hand in a strange gesture, like "Stay where you are, don't move." As if, should they move, the fragile balance might tip back the other way.

She backs away from them slowly, panting. It's as if she's backing away in terror from what she almost did. She reaches a wall and slumps against it. Slides down to her knees. The gun falls limply from her fingers. She rests her cheek against the wall.

The front door is kicked in.

Terminator steps inside. John grabs his sleeve and pushes past him. He scopes out the situation in two seconds... Sarah, the gun, the sobbing family. John moves to Sarah while Terminator checks Dyson.

John kneels in front of his mother. She raises her head to look at him. He sees the tears spilling down her cheeks.

JOHN
Mom? You okay?

SARAH
I couldn't... oh, God.
(she seems to see him for the first time)
You... came here...to stop me?

JOHN
Uh huh.

She reaches out and takes his shoulders suddenly, surprising him... drawing him to her. She hugs him and great sob wells up from deep inside her, from a spring she had thought long dry. She hugs him fiercely as sobs wrack her.

John clutches her shoulders. It is all he ever wanted.

JOHN
It's okay. It'll be okay. We'll figure it out.

SARAH
I love you, John. I always have.

(CONTINUED)

94 CONTINUED: 94

JOHN
I know, Mom. I know.

TARISSA looks around at the bizarre tableau. Terminator has wordlessly ripped open Dyson's shirt and examined the wound.

TERMINATOR
Clean penetration. No shattered bone. Compression should control the loss of blood.

He takes Tarissa's hands and presses them firmly over the entrance and exit wounds.

TERMINATOR
Do you have bandages?

DYSON
In the bathroom... Danny, can you get them for us?

Danny nods and runs down the hall.

John disengages from Sarah. She wipes at her tears, the instinct to toughen up taking over again. But the healing moment has had it's effect, nevertheless.

John walks toward Dyson and Terminator.

DYSON
Who are you people?

John draws the Biker's knife from Terminator's boot. Hands it to him.

JOHN
Show him.

Terminator takes off his jacket to reveal bare arms. John takes Blythe by the hand and leads her down the hall, away from what is about to happen.

TIGHT ON TERMINATOR'S left forearm as the knife makes a deep cut just below the elbow. In one smooth motion, Terminator cuts all the way around his arm. With a second cut, he splits the skin of the forearm from elbow to wrist.

TERMINATOR grasps the skin and strips it off his forearm like a surgeon rips off a rubber glove. It comes off with a sucking rip, leaving a bloody skeleton.

But the skeleton is made of bright metal, and is laced with hydraulic actuators. The fingers are as finely crafted as

94 CONTINUED: 94

watch parts... they flex into a fist and extend. Terminator holds it up, palm out, in almost the exact position of the one in the vault at Cyberdyne.

HOLD ON DYSON reacting to the servo-hand in front of him. He's seen one of these before.

Tarissa is screaming now, but he doesn't hear her,

DYSON
My God.

TERMINATOR
Now listen very carefully.

95 INT. HOUSE/KITCHEN - LATER 95

Sarah puts out her fifth cigarette. She's sitting on the counter. John, Terminator, Dyson, and Tarissa are at the kitchen table, under a single overhead light.

Dyson looks like that guy on the Sistine Chapel wall, the damned soul... eyes fixed and staring with terrifying knowledge. His shoulder is bandaged. Terminator's arm is wrapped with a blood-soaked bandage below the elbow. The steel forearm and hand gleams in the harsh kitchen light. TRACKING AROUND THE TABLE as Terminator speaks... we don't hear the words.

SARAH (V.O.)
Dyson listened while the Terminator laid it all down. Skynet. Judgement Day... the history of things to come. It's not everyday you find out you're responsible for 3 billion deaths. He took it pretty well, considering...

Terminator finishes speaking.

DYSON
I feel like I'm gonna throw up.

He looks around at them, clutching the table like he's about to blow away. His face, his posture, his ragged voice express soul-wrenching terror. This is a man ripped out of normal life into their grim world. His voice is pleading.

DYSON
You're judging me on things I haven't even done yet. Jesus. How were we supposed to know?

95 CONTINUED: 95

Sarah speaks from the shadows behind them. Dyson turns to find her looking right at him.

SARAH
Yeah. Right. How were you supposed to know? Fucking men... all you know how to do is trust the world with your... fucking ideas and your weapons. Did you know that every gun in the world is named after a man? Colt, Browning, Smith, Thompson, Kalashnikov... all men. Men built the hydrogen bomb, not women... men like you thought it up. You're so creative. You don't know what it's like to really create something... to create a life. To feel it growing inside you. All you know how to create is death... you fucking bastards.

JOHN
Mom, Mom, we need to be more constructive here. I don't see this as a gender-related issue.
(to the Dysons)
She's still tense.
(to Sarah)
We still have to figure out how to stop it all from happening.

TARISSA
But I thought... aren't we changing things? I mean... right now? Changing the way it goes?

DYSON
(seizing on that)
That's right! There's no way I'm going to finish that new processor now. Forget it. I'm out of it. I'm quitting Cyberdyne tomorrow... I'll sell real estate, I don't care--

SARAH
(coldly)
That's not good enough.

Dyson's voice is pitiful.

DYSON
Look, whatever you want me to do, I'll do. I just want my kids to have a chance to grow up, okay?

TERMINATOR
No one must follow your work.

DYSON
(thoughts racing)
Alright, yeah. You're right. We have to destroy the stuff at the lab, the file, disk drive... and everything I have here. Everything! I don't care.

CUT TO:

FIRE ROARING IN A METAL TRASH-BARREL.
Stacks of files are dumped onto it.
WIDER reveals we are in--

EXT. DYSON'S BACKYARD - NIGHT

Terminator dumps lighter fluid liberally over the fire, which flares up, lighting his face demonically. Sarah, Dyson, Tarissa, and John return from his office with more stuff-- files, notes, optical disks. Even his kids are carrying stuff. It all goes into the fire. Dyson drops the prototype processor onto the fire... his eyes hollow and distant.

He stares into the fire, watching his world burning. Then has a sudden thought.

DYSON
Do you know about the chip?

SARAH
What chip?

DYSON
They have it in a vault at Cyberdyne...
(to Terminator)
It's gotta be from the other one like you.

TERMINATOR
(to Sarah)
The CPU from the first Terminator.

SARAH
Son of a bitch, I knew it!

DYSON
They told us not to ask where they got it.
(MORE)

95 CONTINUED: 95

DYSON (cont'd)
I thought... Japan... hell, I don't know. I didn't want to know.

SARAH
Those lying motherfuckers.

DYSON
It was scary stuff, radically advanced. It was shattered... didn't work. But it gave us ideas. It took us in new directions... things we would never have thought of. All this work is based on it.

TERMINATOR
It must be destroyed.

SARAH
(to Dyson)
Can you get us in there, past security?

DYSON
I think so, yeah. When?

Dyson looks at her, Terminator, then John. Sees his answer.

DYSON
Now?
(he takes a breath)
Yeah, right.

He turns to his wife. Her face is streaked with tears, but her eyes are strong and clear. Tarissa puts her hands on his arm. She is stunned by what she's heard, but dealing with it. She believes them.

TARISSA
Miles, I'm scared. Okay. But the only thing that scares me more than you going... is you not going.

He nods. She's right.

SARAH
(to Terminator)
Is it safe for them here?

TERMINATOR
(to Tarissa)
Take your kids. Go to a hotel. Right now. Don't pack.
(MORE)

(CONTINUED)

95 CONTINUED: 95

TERMINATOR (cont'd)
(to the others)
Let's go.

CUT TO:

EXT. HIGHWAY - NIGHT

Pavement rushing at us, lit by headlights. Beyond, darkness.

SARAH (V.O.)
The future, always so clear to me, had become like a black highway at night. We were in uncharted territory now... making up history as we went along.

TILT UP to reveal a rectangle of light ahead. The Cyberdyne Building.

96 INT. CYBERDYNE SYSTEMS BUILDING/LOBBY - NIGHT 96

TIGHT ON A CARD-KEY SCANNER as Dyson's hand zips his security card through the slot in one motion. There is the sound of a servo-lock, and--

DYSON enters the spacious lobby, followed bu Sarah, John and Terminator last of all. In a frontal angle, the others block Terminator from view.

THE GUARD at the front desk, GIBBONS, looks up as Dyson moves toward him. Dyson is pale and sweaty, but smiles warmly at the guard, speaking well before he reaches the desk.

DYSON
Evening, Paul. These are friends of mine from out of town, I just thought I'd take them up and show them around.

GIBBONS
I'm sorry, Mr. Dyson. You know the rules about visitors in the lab. I need written authoriz--

K-CHAK! Gibbons is staring down the barrels of Sarah's .45 and Terminator's MAC 10.

TERMINATOR
I insist.

(CONTINUED)

96 CONTINUED: 96

The guard is too stunned to move. We see that Terminator is wearing his jacket and one black glove.

Gibbons' eyes go to the silent alarm button on the console.

SARAH
Don't even think about it.

Gibbons nods. He stays frozen. Terminator circles quickly and gets the guard out of the chair. John pulls a roll of duct-tape from his knapsack and tears off a piece.

97 INT. SECOND FLOOR CORRIDOR 97

ELEVATOR DOORS OPEN and Terminator leads the group warily into the corridor. They have a cart piled high with gear in nylon bags. Dyson motions down the corridor to the right. As they walk, he continues to fill them in--

DYSON
The vault needs two keys to open. Mine...
(holds up key)
... and one from the security station. It's in a locker but my card should access it. Here we go.

They stand in front of a wide security door. A sign above reads SPECIAL PROJECTS DIVISION: AUTHORIZED PERSONNEL ONLY. Dyson zips his key-card through the scanner and the door unlatches.

98 INT. FIRST FLOOR CORRIDOR LOBBY 98

A ROVING GUARD, MOSHIER, strolls down the long corridor from the first-floor office block. A punch clock swings at his hip, and he's just completed his circuit of the building. He passes the bank of elevators and rounds the corner to the front desk, calling out--

MOSHIER
Honey, I'm home...

He sees the desk is deserted and frowns. Figures Gibbons must be in the can, so check that first before getting alarmed.

TRACKING WITH HIM to the restroom around the corner.

MOSHIER
Hey man, you shouldn't leave the--

OVER HIS SHOULDER we see past the door as he pushes it open, revealing Gibbons handcuffed to the urinal. Moshier spins on a dime and sprints to the desk where he slaps his hand on the silent alarm button.

(CONTINUED)

99 INT. SECURITY STATION 99

The security station is a pass-through area with a counter, behind which are desks and a bank of monitors, showing boring movies of empty corridors. Dyson crosses quickly to a locker behind the monitor area. He swishes his card repeatedly through the scanner slot on the locker. Nothing happens. The light on the locker is blinking red. Sarah notices Dyson's alarmed expression.

SARAH
What? WHAT IS IT?

Dyson whips around, staring at a light flashing on the console behind him.

DYSON
Silent alarm's been tripped. It neutralizes the codes throughout the building. Nothing'll open now.

We see his nerve snapping.

DYSON
We should abort.

SARAH
No!! We're going all the way! You got that, Dyson?

She's right in his face. Somehow, it works for him. He nods, getting some resolve from somewhere.

100 INT. LOBBY 100

Moshier's gotten Gibbons loose. He's on the phone to the cops.

GIBBONS
... multiple armed suspects. Look, I think it's the guy from that mall shootout, and the woman... yeah, her. Pretty sure. Just send everything you've got in the area.

101 INT. SECURITY STATION/LAB 101

John jumps up on a desk next to the wall-mounted locker. Dyson stares in amazement as John starts pulling his counter-electronics gear out of his knapsack. It's just another Ready-Teller to him.

(CONTINUED)

101 CONTINUED: 101

JOHN
You guys get started on the lab...
I can open this.

Dyson leads Terminator and Sarah to the main lab doors. Another servo lock. He tries his card. Nothing.

DYSON
No good.

TERMINATOR
Let me try mine.

He unslings the M-79, pulling it over his shoulder in one motion. Sarah grabs Dyson and drags him back down the hall. Terminator opens the breech and slides in one of the fat 40mm H.E. grenades. He flips the thing closed with a snap of the wrist.

SARAH
(yelling as she runs)
John! Fire-in-the-hole!

John drops what he's doing and covers his ears.

Terminator fires at inhumanly close range.
The door EXPLODES into kindling. The concussion blows his jacket open, and flying shrapnel whizzes all around him. Before the thunderclap has faded Terminator walks into the fire and smoke. John goes back to work without missing a beat.

Sarah and a stunned Dyson walk through the burning doorframe into the Artificial Intelligence lab.

A SIREN is sounding. The HALON FIRE-CONTROL SYSTEM has been triggered. The invisible gas roars in, putting out the flames.

DYSON
Fire's set off the halon system!
Here... hurry!

Dyson runs to a wall cabinet and pulls out some BREATHING MASKS. He hands one to Sarah and dons the other. Then he reaches out to hand one to Terminator.

DYSON
Here!

Terminator doesn't need a mask, since his oxygen requirements are so low. He ignores Dyson as he removes his massive back-pack and opens it. Dyson shrugs and tosses the mask on a desk. He turns to Sarah.

101 CONTINUED: 101

DYSON
(yelling through the mask)
We'll have to keep these on a couple minutes, till the gas clears.

Terminator pulls two five-gallon jerry-cans of gasoline from his pack. Sarah starts pulling out book-sized, olive-drab CLAYMORE MINES, stacking them next to the gasoline. Dyson stares. Part of him can't believe they're really doing this.

CUT TO:

(CONTINUED)

102 INT. DYSON HOUSE - NIGHT 102

The T-1000 moves slowly through the ravaged office, analyzing what has happened here. He walks down the dark hallway. The place is deserted. The police-walkie clipped to his belt (real, not simulated) blares to life.

DISPATCH (V.O.)
All units, all units. 211 in progress at 2144 Kramer Street, the Cyberdyne building. Multiple suspects, armed with automatic weapons and explosives. SWAT unit is en route...

103 EXT. HOUSE/STREET 103

The T-1000 sprints up and throws his leg over the big C.H.P. Kawasaki. Fires it up. It smokes an arcing scorch-mark on the pavement as it spins around and roars away.

104 INT. CYBERDYNE BUILDING/LAB 104

TIGHT ON A LARGE DISK DRIVE. State-of-the-art. Very expensive. A FIRE AXE smashes down through the housing, shattering the disk.

WIDER, revealing a scene of high-tech pillage. Terminator beats the disk drive into junk and steps to another. WHAM! Same routine. He's already demolished half a dozen.

Sarah topples a file cabinet, scattering the files.

Dyson staggers up with an armload of heavy M-O (magnetic-optical) disks and drops them on a growing stack in the middle of the floor. He and Sarah have their breathing masks hanging down around their necks, since the halon gas has dissipated.

DYSON
(to Sarah, panting)
Yeah, all that stuff! And all the disks in those offices. Especially my office... everything in my office!
(to Terminator)
These, too! This is important.
(SMASH!)
And all this here... that's it.

Sarah goes into Dyson's office and starts hurling everything out the door onto the central junkpile... books, files, everything on the desk.

A FRAMED PHOTO of Dyson's wife and kids lands on top of the heap. Tarissa, hugging Danny and Blythe, all grinning. The glass is shattered.

(CONTINUED)

104 CONTINUED: 104

Terminator cuts a swath, under Dyson's direction, exploding equipment into fragments with his inhuman swings.

SMASH! It's carnage. Millions in hardware, and all the irreplaceable fruits of their years of research... shattered, broken, dumped in a heap for the big bonfire of destiny.

Dyson stops a second, panting.

DYSON
Give me that thing a second.

Terminator hands him the axe. Dyson hefts it one-handed. He turns to a lab table... on it is another prototype processor.

DYSON
I've worked for years on this thing.

Swinging awkwardly but with great force he smashes the axe down onto the processor prototype, exploding it into fragments. His shoulder is in agony, but he looks satisfied.

105 INT. SECOND FLOOR SECURITY STATION 105

John taps away at his little lap-top, which is running code-combinations into the card-key lock. Suddenly, the green light on the locker goes on and it unlocks with a clunk.

JOHN
Easy money.

He whips it open, revealing a rack of keys. But the VAULT-KEY is distinctive, a long steel rectangle on a neck-chain. John grabs it and runs toward the lab.

106 INT. LAB 106

Sarah and Terminator are working like a crack team, rigging the explosives. She is taping the claymores to the gas-cans with duct-tape to create powerful incendiary bombs.

Terminator is attaching claymores and blocks of C-4 plastic explosive to the large MAINFRAME COMPUTER cabinets nearby. All the claymores are wired back to one detonator which has a RADIO-CONTROL RELAY switch.

DYSON
How do you set them off?

Terminator shows him a REMOTE DETONATOR, a small transmitter with a red plunger.

106 CONTINUED: 106

TERMINATOR
Radio control.

He makes a plunger-pushing motion with his thumb and an accompanying "click" sound. Dyson nods.

Just then John comes running in, holding up the key.

JOHN
I got it. Piece of cake.

SARAH
(to Dyson and Terminator)
Go! I'll finish here.

They run out as the SOUND OF SIRENS grows louder outside.

TERMINATOR
I'll deal with the police.

JOHN
Remember what I said, you can't...

TERMINATOR
Trust me.

107 EXT. CYBERDYNE BUILDING 107

The security duo of Moshier and Gibbons cowers behind cars in the parking lot in front of the building. They turn as L.A.P.D. BLACK-AND-WHITES pour into the lot, turning the area into a disco of whirling blue and red lights.

108 EXT. CYBERDYNE BUILDING 108

The cops are jumping from their cars and ducking behind them. Emphasis on small arms here. Behind them an ugly BLACK SWAT VAN screeches into the lot.

We hear the THUMP OF ROTORS as a POLICE CHOPPER arrives and swings in close to the building. It rakes its XENON SPOTLIGHT through the second floor offices.

109 INT./EXT. SECOND FLOOR OFFICE 109

Terminator crosses the office toward the floor-to-ceiling windows. He is outlines starkly by the spotlight as it rakes through the dark office. Without breaking stride he kicks an executive desk toward the window.

Glass explodes outward and the desk topples, falling to the sidewalk below.

109 CONTINUED: 109

Terminator, standing at the edge, FIRES A LONG BURST which strafes the police cars lined up below. Cops duck as glass flies. Terminator, with his superb aim, hits no one. But notice is served.

The cops (surprise) FIRE BACK. Terminator turns and is walking calmly from the windows as glass, office furniture, drapes, etc. are riddled by return fire. A few rounds hit his back, but he doesn't notice. He reloads as he walks.

110 INT. VAULT ANTECHAMBER 110

TIGHT ON A KEY inserted into one of the vault locks.

WIDER as John and Dyson stand poised, hands on keys.

JOHN
And let's see what's behind door number one.

Dyson nods and they turn the keys together. The vault grumbles to itself, withdrawing its locking bolt with a final KLONK!

Together, Dyson and John swing the door open.

111 EXT./INT. LOBBY 111

The varsity takes the field as the SWAT TROOPERS sprint forward by squads. They flank the lobby and work their way inside, deploying rapidly. They move and freeze, behind cover, quivering with adrenalin. They have all that great SWAT equipment: body armor, gas-masks, M-16s, tear-gas launchers, ropes. The works. They make a lot of hand signals and keep their mouths shut. They're well-trained and deadly.

OUTSIDE we see cops firing TEAR GAS grenades through the broken windows into second floor offices.

112 INT. VAULT 112

John and Dyson are isolated from the world in this silent steel womb. Dyson opens the cabinet containing the terminator relics. It's John's turn to stare with uneasy deja-vu as he sees the terminator hand and CPU.

Then in one vicious move he sweeps his arm behind the inert gas flasks and hurls them to the floor. They SHATTER.

John snatches the CPU and the metal hand out of the broken glass.

(CONTINUED)

112 CONTINUED: 112

JOHN
Got ol' Skynet by the balls now, Miles. Come on, let's book!

Clutching the steel hand and pocketing the chip like it's a Mars bar he just bought, John runs out. Dyson follows.

113 INT. FIRST FLOOR CORRIDOR/STAIRWELL 113

We see the advance squad of SWATs make it to one of the stairwells. They start up, two at a time, covering each other ritualistically by the numbers.

114 INT. LAB/HALL 114

John pelts into the lab with Dyson stumbling along behind him. Sarah has just finished wiring all the charges to the central detonator.

JOHN
Ready to rock?

SARAH
Ready.

John tosses her the metal hand. She catches it and bends to put the hand in her empty back-pack. Sarah zips the pack and starts to shuck into it.

Dyson's running out of steam. The bandages at his shoulder are soaked with seeping blood. He stands in the middle of the lab, saying goodbye in his mind, looking weak and empty.

Terminator strides into the lab.

TERMINATOR
Time to go. Right now.

He and John head back the way they came, through security. Sarah sees that in her work, she has set the detonator down twenty feet away where Dyson is standing.

SARAH
Dyson, hand me the detonator. Let's go--

He gingerly picks up the detonator. Starts toward her. Then--

CRASH!! THE DOORS AT THE BACK OF THE LAB ARE KICKED OPEN. SWAT LEADER and two others OPEN FIRE.

Their M-16s rake the room. Sarah dives behind a computer cabinet. Dyson is HIT.

114 CONTINUED: 114

He is slammed to the floor by the impacts.

IN THE HALL, John hears the firing and spins to run back.

JOHN
Mommm!!!

Terminator grabs him as bullets slam into his broad back. He makes it around the corner with John, out of the line of fire.

115 INT. THE LAB 115

Bullets rake over Sarah's head, smacking all around her, clanging into the machine protecting her. She can see Dyson, slumped on the floor. Debris and flying glass rain on him as the SWATs pour on the fire. The detonator is clutched in his hand. He rolls to face her, his eyes bulging from the pain of his torn-up guts.

DYSON
Go.

Sarah hesitates a split second. Then she snap-rolls and fast-crawls through broken glass and debris into the hall where--

TERMINATOR grabs her by the jacket and hauls her roughly to her feet. Bullets rake the walls behind them as they sprint forward. They round a corner. John does a fast take that she's not hit and they run together through the security checkpoint.

116 INT. SECURITY STATION/CORRIDOR 116

John reaches the door first, and tries it. Locked. Terminator unslings the M-78 blooper smoothly, opening the breech.

TERMINATOR
Get back.

He pulls a grenade from the bandolier over his shoulder, and slides it into the bore. Flicks his wrist. The breech snaps shut. Sarah and John have a split second to duck and cover.

TERMINATOR
Cover your ears and open your mouths.

They do. KABOOM!!! Twenty feet away the door, and half the wall around it, EXPLODES outward. The backblast hits Terminator full force, but he strides through the smoking hole before the debris has even hit the floor.

(CONTINUED)

117 INT. LAB 117

SWAT LEADER moves cautiously through the lab. Cat-stepping, he circles around a desk, which blocks Dyson's body from his view. His M-16 is leveled crisply. We looks over his shoulder as he rounds the desk, revealing--

MILES DYSON is not dead. He will be very soon, but at this moment he is conscious. He has propped himself up against the desk, and holds a BOOK in one hand. A heavy, technical manual.

Below the book is the detonator, upright on the tile floor. The message is clear. "Shoot me, the book drops on the plunger. Adios."

Dyson wheezes, trying to draw enough breath to talk.

DYSON
I don't know... how much longer...
I can... hold this thing...

SWAT Leader seems to see the wires, the claymores, the gas cans all around him for the first time. His eyes, visible through his gas mask, go very wide. He spins and motions his squads back.

LEADER
Fall back!! Everybody out! Move it!
OUT NOW!

They retreat so fast they crash into the next group coming up the stairs.

118 INT. CORRIDOR 118

Terminator reaches the main elevators. Hits the button. Sarah and John care coughing and stumbling in the choking darkness, buddy-breathing with the single mask. The doors open. They get into the elevator and head down.

119 INT. LAB 119

Dyson is lying amid the ruins of his dream. Sprawled on the floor, he has his back propped up against the desk. He is bathed in his own blood, which runs out in long fingers across the tiles. His breathing is shallow and raspy. He still holds the book, trembling, above the switch.

In his lap is the picture from his desk. He has pulled it from the debris next to him. A tear trickles from his eye. His wife and children smile up at him through broken glass.

CUT TO THE PUPIL OF HIS EYE, at the moment of death, the instant light fades from his eyes and he is gone--

His arm drops and the book hits the switch--

(CONTINUED)

120 EXT. BUILDING 120

As the face of the building EXPLODES in an eruption of glass and fire. Remains of the second-floor windows shower the parking lot and a huge fireball rolls out, leaping into the sky.

The cops look up, stunned. The helicopter backs away from the heat. Burning debris falls among the cop cars and a number of officers break ranks, pulling back.

ONLY ONE OF THEM seems to be moving with a purpose. A BIKE COP who has just arrived drives through the disorganized crowd, directly toward the building.

T-1000 guns the bike up a ramp to a pedestrian bridge which crosses from a parking structure to the Cyberdyne building. It enters on the second floor, which is now a burning maze.

121 INT. SECOND FLOOR OFFICE/CORRIDOR 121

T-1000 drives into the smoky wreckage. It draws a Hoechler and Koch MPK machine pistol and cruises slowly into the firelit offices, scanning.

IN THE CORRIDOR the bike skirts flaming wreckage as it idles forward. T-1000 scans the leaping shadows for its prey.

122 INT. GROUND FLOOR/ELEVATOR/LOBBY 122

The elevator doors part and Terminator eases a look out into the corridor. The walls on either side of him ERUPT WITH BULLET HITS. The SWATs have the lobby end of the corridor blocked off.

They're totally trapped, cut off and screwed.

JOHN
(to Sarah)
Don't forget. It's always darkest right before... you're totally fucked.

The SWATs fire a tear-gas grenade toward the elevators. It spews the vicious CS gas out in a swirling cloud which envelopes Sarah and John, who are pressed against the back wall of the elevator.

TERMINATOR
Keep your eyes closed. Don't move.
(they nod, eyes squeezed shut)
I'll be back.

He slings the grenade launcher over his shoulder and walks out into the corridor.

(CONTINUED)

122 CONTINUED: 122

BLAM. A tear-gas grenade ricochets from wall to wall as it flies down the corridor. It skids to a rest in front of Terminator, throwing out a white cloud which quickly fills the corridor.

In the elevator, Sarah and John are choking, handing the breathing mask back and forth desperately. They're scared. This looks like it.

ANGLE ON THE SWAT TEAM, gripping their weapons at the mouth of the corridor. They watch the boiling cloud, waiting.

THEIR POV-- on the wall of boiling smoke. A FIGURE APPEARS. Walking calmly. Totally unaffected. Terminator emerges from the smoke. Not even misty-eyed. Not what they expected.

LEADER
(through megaphone)
Stop where you are. Lie down on the floor, face down. Down on the floor, now!

He continues to stride toward them.

The SWATs tense up. They've never seen anything like this. They're not sure what to do. Closer and closer.

LEADER
Drop him.

They OPEN FIRE. The corridor is filled with CRACKING THUNDER. The rounds tear into Terminator's chest. Stomach. Face. Thighs. His leather jacket leaps and jerks as the rounds hit him. The SWATs think the guys wearing body armor or something. They keep firing. The rounds tear into him, staggering him slightly, buy he keeps coming.

LEADER
You're not hitting him!

SWAT #1
(getting scared)
Yes I am!

Terminator draws his .45 smoothly. Unhurried. He shoots the nearest man in the left thigh. As he screams and drops, Terminator shoots him in the right thigh. Terminator bends down and picks up the shrieking man's weapon... the TEAR-GAS LAUNCHER.

It is one of those new rotary jobs that holds 12 rounds in a big drum. Terminator shoots the next SWAT square in the chest with the tear-gas launcher. The gas cannister hits the guy's body armor and doesn't penetrate. But it's like

122 CONTINUED: 122

getting slugged in the stomach with a full-swing from a baseball bat. The SWAT folds double and hits the tile, gasping.

Terminator is an image from Hell, a tall figure in shredded black leather, streaked with blood. One eye is a bloody socket, the metal eye-servos glinting. The flesh of one cheek hangs down in tatters, revealing the chrome cheekbone beneath. The whole front of his jacket is blown open, revealing his metal chest armor.

The remaining SWATs start to fall back. One turns to run and--

KPOW! A gas cannister nails in the back sending him sprawling.

Terminator fires three gas grenades into the lobby. It fills rapidly with the white gas, cutting the visibility to a few feet. It is total pandemonium. SWAT LEADER crouches in the fog, white-knuckling his rifle. Terminator looms suddenly out of the mist right in front of him.

BOOM! Terminator drills him in the leg with the .45. As the guy screams and drops his rifle to clutch his leg, Terminator rips his gas mask off. The SWAT leader drops writhing to the floor, choking and gagging, clutching his bleeding leg.

Terminator walks up to two SWATS at the front doors. POW-POW. Leg and leg. He snatches off their masks as they fall. The gunfire has stopped. Nobody can see anything. Screams and whimpers echo in the smoke.

123 EXT. BUILDING 123

Smoke boils out the front door as a figure emerges. Firing the tear gas launcher with one hand, Terminator launches all remaining rounds among the cop vehicles.

Unprotected officers run, choking and half-blind, slamming into cars and tripping over each other. It is a total rout.

AT THE SWAT VAN one of the SWATs is rapidly handing out the remaining masks to unprotected cops. A FIGURE appears out of the smoke beside him. He looks up. His mask is ripped off and he is handed the empty launcher. Instinctively he catches it. Terminator grabs his flak vest with one hand and sails him out into the mist.

INT. SWAT VAN

Terminator strides the length of the van and climbs into the driver's seat. No keys in the ignition. He flips down the sun visor. The keys fall into his hand. He starts the van and slams it into gear.

(CONTINUED)

122 INT./EXT. LOBBY 124

The tear gas has cleared to a thin haze. The uninjured SWATs are tending to their wounded. They look up at the sound of shouts and a roaring engine.

THE SWAT VAN CRASHES INTO THE LOBBY in an explosion of glass and debris. Cops scatter as the van screeches across the lobby in a smoking one-eighty, sliding to a stop across the corridor which leads to the bank of elevators. Terminator backs up until--crunch--he seals the corridor with the back of the van.

Sarah and John stumble along the corridor, coughing. They leap into the back of the van and Terminator hits the throttle.

The van roars across the lobby and exits through the blown-out windows.

CUT TO:

125 INT./EXT. SECOND FLOOR 125

T-1000, astride the Kawasaki, looks down from a second-floor office and sees the van tearing away across the parking lot with the remaining cops firing at it. It knows. It looks around. Analyzing options. It sees the helicopter hovering outside the building at the end of this corner office block...

It twists full throttle on the powerful bike. Roars through the office, accelerating fast, straight at the windows--

T-1000 BLASTS OUT THROUGH THE GLASS, airborne on the motorcycle.

It rockets across the gap to the hovering chopper and--SLAMS into the canopy. The impact of bike and rider pitches the chopper radically. The startled PILOT fights to regain control as the bike tumbles to the pavement below.

T-1000 doesn't. It clings to the shattered canopy. Nightmarishly, the pilot watches as T-1000 mashes its head through the plexiglass canopy and rapidly POURS ITSELF through the jagged hole. It reforms instantly into its previous self on the passenger seat.

It hurls the pilot out of the chopper and slides into the driver's seat. The chopper is auto-rotating, spinning out of control. It drops toward the parking lot. T-1000 recovers control ten feet above the ground.

Cops hit the deck as the tail-boom swings around, going over them by inches. The chopper lifts out in a powerful climb, roaring away across the parking lot toward the fleeing SWAT van.

(CONTINUED)

126 INT./EXT. SWAT VAN/HIGHWAY - NIGHT 126

Terminator looks back at his two passengers as he turns the boxy van onto a divided highway. Sarah and John are catching their breath, still coughing from the CS gas. Terminator looks to the rearview mirror. He sees the xenon searchlight of the chopper behind them, gaining.

Sarah looks around the inside of the SWAT van. It is a rolling armory. There are rifles, ballistic vests, all manner of equipment.

SARAH
John, get under these. Hurry!

He sits against the front bulkhead of the van and she piles bullet-proof vests on top of him, completely covering him. Then she grabs two M-16s from the wall-rack and loads them. She starts on a shotgun as--

The SWAT van weaves through sparse traffic at high speed. Terminator slews the unstable van around cars and trucks which seem to be crawling. The van hits its top speed of 80. They swerve to miss the back end of A WHITE 18-WHEEL TANKER. The chopper swings in behind them, closing fast.

T-1000 reaches through the shattered canopy with the MPK machine pistol and FIRES. The back of the van CLANGS WITH HITS. The door windows are BLOWN IN.

Terminator weaves the van, trying to throw off T-1000's aim. The unstable vehicle screeches and wobbles on the edge of control.

One of the doors is kicked open. Sarah, wearing a ballistic vest, crouches in the doorway, whipping up the M-16. SHE OPENS FIRE.

Bullets riddle what's left if the chopper's canopy as the T-1000 returns fire. The van is stitched with hits.

INSIDE THE VAN holes are punched through the thin sheet-metal walls, ripping up the interior. The vests covering John are hit repeatedly. We see that Sarah has hung two Kevlar vests on the inside of the back door and she ducks behind these as bullets hit around her. She pops back out and fires in controlled bursts. The M-16 empties and she grabs another.

Terminator swerves around a car which is changing lanes, hitting it and knocking it skidding.

Sarah reloads and keeps firing. The van swerves around a Toyota. A moment later the helicopter passes it, the rotor just clearing the top of the car.

T-1000 FIRES the machine pistol.

(CONTINUED)

126 CONTINUED: 126

Sarah has popped out to fire. She takes a HIT in the thigh, and several rounds hammer into her Kevlar vest. She is thrown back onto the floor of the van. She lies there, an exposed target--

Terminator sees the T-1000 preparing to fire again. He locks up the van's brakes. Ties scream as the vehicle shimmies. Sarah is thrown forward, sliding up to the bulkhead next to John.

And the helicopter SLAMS RIGHT INTO THE BACK OF THE VAN. The rotor disintegrates. The back doors of the fuselage is HAMMED INTO JUNK, trapping the T-1000 inside twisted metal. The chopper hits the pavement, flips sideways, and cartwheels... smashing itself into a shapeless mass of twisted metal. It falls away behind the van, tumbling end over end.

Terminator fights to control the van, which is fishtailing violently from the impact. It smashes up against the center divider, screeching along the concrete, and then pulls away. Terminator puts the hammer down and the van accelerates. He swerves to avoid an UGLY PICKUP crawling like a snail ahead.

THE RIGHT FRONT FENDER of the van crumpled by slamming the wall, is sawing into the tire. The tire blows and peels clean off the rim.

The steel wheel grinds across the pavement, striking trails of sparks, and the van slides sideways and topples-- STEEL SCREAMS on the pavement as the van grinds to a stop on its side.

INSIDE THE VAN, John crawls to Sarah, who is groaning and holding her bleeding leg. She is white and shocky. Terminator starts to extricate himself from the crumpled driver's seat.

BACK DOWN THE ROAD, THE HELICOPTER wreckage is a crumpled ball of junk metal, unrecognizable. Behind it, the TANKER TRUCK brakes hard, shuddering and groaning, trying to stop. The big tires lock up in clouds of tire-smoke. The rig comes to a shuddering stop just short of the wrecked chopper.

The shaken DRIVER jumps down.

From behind the wreckage a cop emerges, walking toward him.

DRIVER
Goddamn, are you alri--

SSSSHHCK! T-1000 drives a blade through the man's abdomen and walks on past without slowing, or even looking at him.

(CONTINUED)

126 CONTINUED: 126

It climbs into the open cab of the tanker. Releases the brake.

As the truck bellows and rolls forward we see the large blue letters on the side which say "CRYOCO INC. LIQUID NITROGEN SUPPLY."

At THE SWAT VAN John and Terminator are carrying Sarah out of the wreck. Terminator has the M-79 slung over his shoulder, the bandolier of grenades, and his .45 stuck in his waistband. John has borrowed a 12 GAUGE RIOT GUN from the SWATs.

The pickup they passed seconds earlier pulls up to them. The DRIVER, a Hispanic guy in his 50's, is getting out to help them. Terminator and John hears a CRASH and looks back as the helicopter wreckage is knocked aside by the accelerating tanker truck.

JOHN
Holy shit. Come on, Mom... we gotta keep moving... come on-

TERMINATOR
(to the pickup owner)
We need your truck.

The guy seems to know better than to try and stop him as Terminator slides Sarah into the front seat and climbs behind the wheel. John runs to the passenger side.

THE TANKER ROARS, spewing smoke from its chrome stacks as it shifts up through the gears.

Terminator slams the pickup in gear, checking the rear-view. The tanker is a hundred feet behind them now, and really moving. Terminator puts the throttle down, but the pickup is an old slug loaded down by a heavy home-made wooden camper-shell. It accelerates slowly.

THE TANKER slams into one end of the Swat van, spinning it out of the way with a roar and screech of twisting metal. The 18-wheeler shifts to a higher gear, still accelerating.

127 INT./EXT. PICKUP TRUCK 127

With the tanker right behind them, Terminator cuts the wheel, swerving the pickup back and forth across the lanes. The big rig stays right on them, its tanker whiplashing violently.

JOHN
Faster! He's right on us!

(CONTINUED)

127 CONTINUED 127

Terminator doesn't reply. He rapidly unslings the blooper, still around his neck, and reaches for a grenade.

LOW ANGLE ON THE TRACTOR TRAILER as it roars right up to the lens, filling frame with chrome and lights.

K-WHAM!! It rams the back of the pickup sending it skidding.

The T-1000 pulls the tractor trailer up alongside the pickup and crabs over, sandwiching it against the center divider. The spinning chrome hubs tear into the passenger side door and the guard rail screeches along the other side.

The pickup bucks and shakes insanely. It ricochets violently between the big-rig and the divider. Horrible SCREECH of tortured steel.

Sparks pour in sheets of fire from both sides.
The windshield shatters as the door-posts buckle in.
Metal and glass shower in through the side windows.
The frame twists and buckles. John feels like the filling are being shaken right out his teeth. The wooden camper disintegrates, falling away as kindling behind them.

INT. TANKER CAB T-1000 holds the wheel hard over, mercilessly grinding the pickup. The whole rig jerks and shakes with the violence of the sustained hammering.

INT./EXT. PICKUP

Terminator slides toward the passenger side. Keeping his foot on the gas he lifts John over him and ousts him in the driver's seat.

TERMINATOR
Drive for a minute.

JOHN
Where are you going?!

Terminator slams the shattered windshield with the palm of his hand. Held together by the plastic laminate, the windshield flops out of frame. It flies back over the top of the truck.

Terminator pushes his upper body out over the dashboard and stands up. He turns and aims the M-79 one-handed.
POOM! The grenade misses the T-1000 by less than a foot. It EXPLODES against the front bulkhead of the tanker, almost at the top. Liquid nitrogen pours from the opening, swept back by the 60-mph windstream.

The big-rig swerves as T-1000 regains control. The tanker swings like a pendulum behind the cab.

127 CONTINUED: 127

The pickup accelerates, getting back out in front by a few yards. Behind it the big-rig is trailing a swirling comet-tail of nitrogen vapor. It is gaining again.

Terminator, still standing, opens the breech and starts to reload. John cuts across the highway and takes an OFF RAMP.

T-1000 swerves the smoking behemoth across the lanes and down the ramp after them, still accelerating. It is twenty feet behind them and closing when Terminator closes the breech and FIRES.

The grenade hits the front grill and EXPLODES.
The radiator is destroyed, along with half the hood. Steam blasts out, obscuring the whole front of the truck.

The semi rams the back of the pickup again. Spewing smoke and vapor like some demon locomotive, the tractor-trailer pounds into the back of the pickup. Driving it right through the intersection at the bottom of the ramp, and straight toward--

128 EXT. STEEL MILL 128

The chase has led them to an area of heavy industry.

The GATES are blasted off their hinges as the semi rams the pickup right through them. Terminator struggles to reload amid the chaos and impacts. He has THREE GRENADES LEFT on the bandolier.

John isn't even steering. They are just being pushed.
There's nothing he can do. They are rocketing down the broad thoroughfare which leads directly to the MAIN BUILDING of the plant.

Terminator pulls himself onto the roof of the pickup.
He leaps to the bed, takes two powerful strides and--
Leaps onto the semi. He climbs rapidly onto the hood.
And FIRES POINT BLANK THROUGH THE WINDSHIELD.
Right into T-1000's face.

The EXPLOSION blows out all the glass and fills the cab with smoke and fire. Terminator grabs onto the air-horn as the truck starts to SHUDDER AND SCREAM. IT IS JACK-KNIFING. Almost dream-slow the cab begins to swing sideways, until its tires are shrieking over the pavement. The tractor is smashed back at right-angles to the tanker-trailer which begins to slide broadside.

The juggernaut bucks and shudders as the tires smoke sideways across the pavement. It begins to topple.

128 CONTINUED: 128

Terminator holds on as the side of the cab becomes the top. With an unholy scream, like the unoiled hubs of Hell, the whole rig slides on its side at 60 mph toward the steel mill. A sheet of sparks sixty feet wide trails behind it on the pavement.

John sees what's behind him, then snaps around to see the building looming right in front. The huge rolling doors are partly open.
No choice.
He steers right through them into the mill, as--

Terminator, with one second to go, leaps from the cab--
He flies through the open doors as--
The tanker hits the building and--

129 INT. STEEL MILL/MAIN AISLE 129

Terminator slams to the floor of the mill and rolls, as--
The tanker-trailer smashes into a massive concrete support at one side of the doors. Thunderous carnage of twisting metal.
It splits wide open. A river of liquid nitrogen pours out at -230 degrees.

John hits the brakes, sliding out of control. He slows almost to a stop but hits a steel support column head-on. He and Sarah are slammed forward, hard.

Terminator, still clutching the M-79 blooper, rolls and slides across the floor. He smashes through a railing and slams up against the base of a massive machine.

The semi cab swings about the trailer wreckage, into the building, and shudders to a stop. Liquid nitrogen sprays over the cab, flooding out around it in a HISSING WAVEFRONT OF ULTRACOLD.

Freezing vapor swirls everywhere, obscuring the wreck.

Terminator lies still. A beat. Then he rolls weakly, rising on one elbow to survey the scene.

IN THE WRECKED PICKUP, John stirs. He is stunned, and blood runs from his nose. Dazed, he realizes he is in a steel mill. There are sirens, and he can see men running... shouting. He turns and sees what they are running from...

The wall of nitrogen vapor spreads from the demolished tanker. It is a strange vista of fire and ice. The huge SMELTERS pour out orange light and fire from the sides of the huge gallery, while the freezing vapor rolls down the center.

129 CONTINUED: 129

TIGHT ON THE WRECK. A billowing gray cloud. Deep inside, the shape of the cab is visible. A FIGURE emerges, pulling itself out. It drops to the floor. The hissing, boiling river of liquid nitrogen flows around its feet.

The T-1000 staggers, moving slowly, painfully. It has finally been affected by something. Its feet are freezing to the ground as it walks...

CLINK! One of its feet breaks off at a glassy angle. It stumbles forward, and-- Its other foot snaps off. As it catches its balance of the stump of its other ankle, the whole lower leg shatters at impact. It topples forward to its knees. Catches itself on one hand. Liquid nitrogen flows around the hand.

Now the hand is stuck to the pavement.

The T-1000 pulls and... CLINK! The hand snaps off at the wrist.

It looks stupidly at the glassy stump of a wrist. For the first time we see an expression on its face we know to be a true one.

The expression is pain. Agony. Its mouth opens in a soundless scream as the frost races up its legs, across its body.

And that's the position it freezes in.

It has become a statue, kneeling in the frozen vapor, that surprised look of agony frozen on its face.

The liquid nitrogen stops flowing and begins to evaporate.

Terminator, just beyond the boundary of the cold, can see the T-1000 clearly. He draws his .45 and aims.

TERMINATOR
Hasta la vista, baby.

K-POW! The single shot blows the T-1000 into a million diamonds spraying up into the air. They shimmer across the ground for twenty feet in all directions. Terminator lowers the gun, satisfied.

He looks like he needs a vacation.

JOHN
Okay, Mom, we gotta get out now, come on. That's it.

(CONTINUED)

129 CONTINUED: 129

He helps her slide down from the seat of the truck. Her knees give way. John has to take a lot of her weight. He reaches in and picks up the riot gun off the seat. They hobble toward the--

TERMINATOR. On his knees, he looks into the dissipating cloud of vapor. The heat of the furnaces has evaporated all the liquid nitrogen.

INSERT, TIGHT ON THE FLOOR-- the T-1000 shards are melting, liquefying. Hundreds of drops of mercury, splattered across the floor. Orange light of the enormous blast-furnaces dances on liquid metal.

TERMINATOR struggles to rise. One arm is shattered, the hand smashed and nearly useless. And some leg-servos are damaged. He can barely stand. John and Sarah arrive.

TERMINATOR
We don't have much time.

JOHN
What?

Terminator points. John and Sarah watch as--

INSERT, T-1000 DROPLETS are creeping together. Fusing into larger blobs. These pools shiver and run together, soon forming a central mass.

ON JOHN AND SARAH, realizing it's not over.

JOHN
Come on! Let's go!

Terminator gets one of Sarah's arms over his shoulder and they go. BEHIND THEM, something is moving.

A HEAD is forming up out of a pool of mercury. It rises, as shoulders form, hunching up from the liquid mass. Half-formed, it turns to look straight at them.

John looks back in new terror as--

The T-1000 rises to man-height. It is still the mercury form, but its features are forming rapidly. It takes its first step after them. Sarah stumbles and they pull her up. Terminator himself has a pronounced limp, dragging one leg with a shattered ankle joint. John's the one pulling, straining, driving them forward. They round a corner into--

130 INT. AISLE BETWEEN FURNACES 130

It is a maze of monstrous machinery. The heat is tremendous. The air shivers with a pounding roar.

Sarah cries out in pain and stumbles again.

JOHN
Come on, Mom, you can do it! Come on!!

John looks back to see--

TERMINATOR trying to load the M-79. With his shattered hand, he can barely maneuver his last grenade into the breech.

T-1000 smacks the weapon out of his hands. It clatters to the floor.

The grenade spins across the floor, rolling under some machinery. Terminator lunges, slamming the T-1000 against a wall with all his weight. The battle is joined.

JOHN AND SARAH have reached the back of an aisle. It is a cul-de-sac, blocked on the end by the base of an IMMENSE SMELTER CRUCIBLE. They turn to watch the titans battle in silhouette, backlit by the molten sparks falling from the furnaces above. The battle which will decide their fate.

Terminator grabs the T-1000 and hurls it with awesome force against the opposite wall of the narrow alley. In less time than it would take to turn, the T-1000 morphs through itself, from front to back... face emerging from the back of its head. It comes off the wall straight at Terminator, who smashes his good fist into its face. The pile-driver blow buries Terminator's fist almost to the elbow. But the T-1000 slams Terminator into a large machine, jamming his arm into the moving works. A massive sliding bar SCISSORS HIS ARM, smashing it into junk at the elbow, pinning him in the machine.

Terminator strains against the machine pinning him. We hear his servos whining with overload. The T-1000 turns and lopes toward Sarah and John.

Sarah screams and hurls John into a gap between the machines. He falls into a maze of pipes and girders.

131 INT. MAZE OF MACHINES 131

JOHN turns to see her in the entrance of the narrow gap. She could follow him but she doesn't. SUDDENLY, a dark mass moves toward him. John gasps as a huge steel counterweight, driven by a chain 6 inches thick, slides toward him. He rolls out of its way. When he looks back, he cannot see the opening.

JOHN
Mom! MOMMM!!

132 INT. AISLE BETWEEN FURNACES 132

TERMINATOR strains to reach a 6-foot steel bar lying near him. Steel workers use them to move the red-hot ingots around. He gets hold of the end and uses it as a lever. With titanic effort, he spreads the massive components which are holding him, and withdraws his arm, which is severed at the elbow. Dangling junk hangs from the crushed joint.

SARAH has lost sight of John. It is as much of a goodbye as they will have. She turns as the T-1000 closes on her. She is half-slumped against the sooty machines, looking barely conscious. She struggles to load a shell into the empty weapon. At the last instant she whips up the RIOT GUN and FIRES.

T-1000's face is blown open, but quickly reforms as it closes on her. She fumbles to get another shell into the magazine but--
THUNK! A steel needle slams through her shoulder, pinning her. The polymorphic killer cocks back its other hand. The index finger extends as a gleaming needle, toward her eye...

T-1000
Call to John. Now.

WHAM!! SOMETHING whistles down on the T-1000 with such force that it cleaves its head and body in two down to the navel. The 6-foot steel bar is embedded in its body. Terminator hurls the killer off Sarah.

The T-1000 pulls the steel shaft out of itself and attacks him with fury. Swinging again and again. Hammering Terminator back.

Terminator falls back against the wall.

Behind the T-1000 is an enormous I-beam, hanging from two chains. It is used to lift ingots into the smelters, and it runs on a linear track. The T-1000 grabs the I-beam and rolls it down the track, straight at Terminator. The two-ton girder smashes into his chest, crushing the armor. The T-1000 pulls the I-beam back, and the heaves it forward again. Terminator turns and takes the second blow on the shoulder. We hear metal crush and break inside him. He sags, turning to grip the wall...

The third blow slams into his back, smashing his spine and pelvis. We hear servos ratcheting and failing. He drops to his knees, crucified on a wall of machinery.

The fourth blow is centered between his shoulder blades. Sounds of crushing metal. His skull is partially caved in. He slides to the floor.

On the T-1000, emotionless as it walks forward.

(CONTINUED)

132 CONTINUED: 132

TERMINATOR is a pathetic shape on the floor. He is trying to crawl, feebly. Dragging his malfunctioning legs behind the crushed spine. His arm stump screeches on the tile floor as he inches himself forward. His exposed machine eye burns red with determination.

We see his prize. He has the MK-79, with the breech still open, cradled in the crook of his ruined arm . His good hand, the exposed steel one, is reaching for the last grenade, which is visible under the skirt of the massive smelter base. His metal fingers reach out for it as--

The T-1000 raises the heavy steel bar over his head and stabs it down with unbelievable force. It punches into Terminator's back, through a gap in the shattered armor. The T-1000 levers it back and forth, widening the hole. Then it raises the pointed bar again and slams it down. It punches right through, emerging from Terminator's chest. And into the floor. He is pinioned. The cyborg sags face down and stops moving. The light goes out of his eye.

CUT TO:

133 INT. MAZE OF MACHINERY 133

John scuttles like a rat through the guts of the smelter. Above him, vast machines churn untended. He hears a voice... SARAH'S. Calling low and urgent to him.

SARAH
John? John? Can you hear me? Where are you?

He crawls out of the shadows, onto a landing next to one of the SMELTER CRUCIBLES. Molten steel glows bright orange in the crucible of the furnace. Heat shimmers the air, giving everything a hallucinatory quality.

John sees Sarah nearby, limping toward him. She can barely move, her leg bathed in blood. He runs toward her.

SARAH
(gasping)
Help me, honey...

TIGHT ON SARAH, her stoic face, as she hobbles forward, reaching out to him. Something rises behind her, OUT OF FOCUS.

ANOTHER, IDENTICAL, SARAH... but this one has a shotgun. Aimed right at us.

(CONTINUED)

133 CONTINUED: 133

JOHN freezes. Which is which? He looks down. The first Sarah's feet are melding with the floor, sucking and fusing with the tiles as she walks. They have the color pattern of the tiles up to the knee.

SARAH
John, get out of the way!!

JOHN
(screaming)
SHOOT!!!!

John dives aside. The Sarah-form spins, changing into you-know-who. Sarah starts unloading the shotgun into it. BOOM! It staggers back. K-CHACK... CLICK. She's empty. The T-1000 is right at the edge. In a second it will recover its composure, as its crater hits close slowly. She has failed. Now it will kill them both. Except...

CLOSE-UP TERMINATOR, as the chain drive brings it into view. Half human flesh, half chrome skull.

His red eye gazes right at us as he--

FIRES.

The T-1000 takes the round in the belly. The grenade EXPLODES inside its body. A huge hole is blown clean through it, and it is ripped open and peeled back, half inside out. It topples into molten steel and--

The T-1000's head and upper body reappear above the molten steel. It is screaming. A terrifying, inhuman siren of a scream. It is changing, morphing, transforming into anything and everything it's even been so rapidly the eye can barely follow...

We catch a glimpse of Janelle Voight checkered with linoleum tile colors, Lewis the Guard with knives exploding from his face, other faces, switching to a stroboscopic rate now... a face every two frames until they merge into one face--

The T-1000 screams and slips beneath the surface of the molten steel. We see liquid silver running in dissipating whorls over the superheated surface... until it vanishes, swirling into nothing.

JOHN runs to Sarah. She stands staring into the pit. The empty shotgun slips from her fingers. Clatters to the floor. He sees that she's okay and he runs to the fallen Terminator.

The crippled cyborg is trying to rise. Its servos whine and stutter. It pathetically lifts itself to a kneeling position, collapses... tries again.

133 CONTINUED: 133

John lifts for all he's worth. Sarah joins them, helping. They help the crippled machine get on its feet. It can barely stand.

TERMINATOR
I need a vacation.

They walk to the edge of the pit. Terminator looks down and sees that it is over.

JOHN
(to Terminator)
Is it dead?

TERMINATOR
Terminated.

John unzips Sarah's back-pack and takes out the hand of the first terminator.

JOHN
Will it melt in there?

TERMINATOR
Yes. Throw it in.

He does. It sinks in the lava. Vanishes.

TERMINATOR
And the chip.

John takes it out of his pocket. Looks at it. Tosses it into the smelter.

SARAH
It's finally over.

TERMINATOR
No. There is another chip.

He touches a metal finger to the side of his head.

TERMINATOR
And it must be destroyed also.

John suddenly understands what he means. Terminator looks at Sarah. They both know what must be done.

(CONTINUED)

133 CONTINUED: 133

John shakes his head.

JOHN
No!

TERMINATOR
I'm sorry John.

JOHN
No, no no!!! It'll be okay. Stay with us!

TERMINATOR
I have to go away, John.

JOHN
Don't do it. Please... don't go--

Tears are streaming down his face.

TIGHT CLOSE-UP OF TERMINATOR, turning toward John. The human side of his face is a shadow, so we see mostly the chrome skull and the red eye.

TERMINATOR
It must end here... or I am the future.

JOHN
I order you not to!

Terminator puts his hand on John's shoulder. He moves slightly and the human side of his face comes into the light.

He reaches toward John's face. His metal finger touches the tear trickling down his cheek.

TERMINATOR
I know now why you cry. But it is something I can never do.
(to both of them)
Goodbye.

Sarah looks at the Terminator. Reaches out her hand to shake his. They lock eyes. Warriors. Comrades.

SARAH
Are you afraid?

TERMINATOR
Yes.

He turns and steps off the edge.
They watch him sink into the lava.
He disappears... the metal hand sinking last...

(CONTINUED)

133 CONTINUED: 133

At the last second it forms into a fist with the thumb extended... a final thumbs up.

Then it is gone.

HOLD ON JOHN AND SARAH, watching through the heat ripples as we--

DISSOLVE TO:

134 THE SUN, PURE IN A CLOUDLESS SKY 134

Tilting down reveals that we are in a park, very green. People are casually dressed, having fun. Cycling, reading... children are playing in a playground.

Beyond the line of trees we see the skyline of Washington, D.C., with the Capital Building and the Washington monument. The skyline is subtly changed, with a log of new buildings, advanced high-rises. A CARD APPEARS.

July 11, 2029

WE BOOM DOWN AND TRACK LATERALLY through a playground in the foreground. Children swinging on swings. Sliding down slides. Timeless things that decades of technical advancement will not change. As we track we hear:

SARAH (V.O.)
August 29th, 1997 came and went. Nothing much happened. Michael Jackson turned forty. There was no Judgement Day. People went to work as they always do, laughed, complained, watched TV, made love.

We pass a jungle gym, neither melted nor burned, but full of kids swinging and yelling raucously. Past it we drop down to see a boy pumping the pedals of a tricycle.

SARAH (V.O.)
I wanted to run down the street yelling... to grab them all and say "Every day from this day on is a gift. Use it well!" Instead I got drunk.

(CONTINUED)

134 CONTINUED: 134

STILL TRACKING we come to rest on an elderly woman seated on a bench. It is SARAH, now 64 years old. The world has aged her, but she seems at peace in this moment. She speaks into a microcassette recorder.

SARAH (V.O.)
That was thirty years ago. But the dark future which never came still exists for me, and it always will, like the traces of a dream lingering in the morning light. And the war against the machine goes on. Or, to be more precise, the war against those who build the wrong machines.

There is a man in his forties playing with two small children nearby. He turns. It is John Connor. Though he has the same stern features in adulthood, there is no eye-patch, no scarring. He is far from the haggard man of grim destiny we saw in the world that might have been. But there is still penetrating intelligence, even wisdom, in his eyes.

SARAH (V.O.)
John fights the war differently than it was foretold. Here, on the battlefield of the Senate, the weapons are common sense... and hope.

A FOUR-YEAR OLD GIRL runs to her to have her shoelace tied.

GIRL
Tie me, grandma.

Grandma Sarah smiles. It is the only time we have seen her smile so far. She bends as the little girl puts her foot up on the bench. She ties as we hear:

SARAH (V.O.)
The luxury of hope was given to me by the Terminator. Because if a machine can learn the value of human life... maybe we can too.

Sarah ruffles the kid's hair as she runs off to play with her dad.

FADE OUT